

PG700008607
Carolyn M. Bowen
Requestor's Name

4415 Blue Bill Pass
Address

Tallahassee, FL 32303-880-5625705
City/State/Zip Phone #

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97 OCT 14 PM 2:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

1. Fitness World, Inc.
(Corporation Name)

(Document #)

2. _____
(Corporation Name)

(Document #)

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3. _____
(Corporation Name)

(Document #)

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(Corporation Name)

(Document #)

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☐ 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

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

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P. Hall
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ARTICLES OF INCORPORATION
OF
FITNESS WORLD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE 1

NAME

The name of the Corporation shall be FITNESS WORLD, INC.

ARTICLE II

PURPOSE

This corporation shall be organized for the purposes of owning, operating, leasing and selling fitness centers, rehabilitation centers and all other related activities incidental thereto, and for any other business or purpose which is lawful under the laws of the State of Florida.

ARTICLE III

Agent

The registered agent of this Corporation shall be Carolyn M. Bowen. The address of the registered agent shall be 4415 Blue Bill Pass, Tallahassee, Florida 32303.

ARTICLE IV

Existence

This corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address of the principal office of this Corporation shall be 4415 Blue Bill Pass, Tallahassee, Florida 32303.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of ten thousand (10,000) shares of One and No/100 Dollars (\$1.00) par value common stock.

ARTICLE VII

Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase any new stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VIII

Directors

This corporation shall have no less than one director (1) nor more than nine (9). The number on the Board shall be set from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof. The names and addresses of the members of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Carolyn M. Bowen	4415 Blue Bill Pass Tallahassee, Florida 32303
Luther S. Bowen	4415 Blue Bill Pass Tallahassee, Florida 32303

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator is: Carolyn M. Bowen, 4415 Blue Bill Pass, Tallahassee, Florida 32303.

ARTICLE X

Officers

The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors.

<u>Office</u>	<u>Name and Address</u>
President	Carolyn M. Bowen 4415 Blue Bill Pass Tallahassee, Florida 32303
Vice President	Luther S. Bowen 4415 Blue Bill Pass Tallahassee, Florida 32303

ARTICLE XI

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of the Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross

negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- i. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or
- ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
- iii. If a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 14th day of October, 1997, for the purpose of forming this Corporation under the laws of the State

of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.

Carolyn M. Bowen
Carolyn M. Bowen, Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgment and administer oaths, personally appeared CAROLYN M. BOWEN, and being first duly sworn and upon his oath, stated that she signed the Articles of Incorporation for the conditions and purposes therein expressed this 14 day of October, 1997.

(SEAL)



Virgil T. Hicks
MY COMMISSION # CC587293 EXPIRES
October 27, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Virgil T. Hicks
NOTARY PUBLIC - STATE OF FLORIDA

Virgil T. Hicks
Print, Type or Stamp Name of Notary Public

Personally known to me _____ or Type of Identification
Produced Pl. Documents

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Fitness World, Inc.
2. The location and address of the registered agent and office is:

Carolyn M. Bowen
4415 Blue Bill Pass
Tallahassee, Florida 32303

Signature: Carolyn M. Bowen
Title: President
Date: October 14, 1997

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: Carolyn M. Bowen
Date: October 14, 1997
Registered Agent Filing Fee: \$35.00

Virgil T. Hicks 10/14/97



Virgil T. Hicks
MY COMMISSION # CC587293 EXPIRES
October 27, 2000
BONDED THROUGH TROY FARM INSURANCE, INC.