

Submitted by:  
John P. Strohm  
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Colonial Brookwood Center  
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Birmingham, AL 35209  
(205) 458-9400

STATE OF ALABAMA            )  
  )  
SHELBY COUNTY                )

**ARTICLES OF INCORPORATION**  
**OF**  
**STAYFIT, INC.**

The undersigned, John P. Strohm, acting as incorporator of a business corporation under the laws of Alabama, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation shall be **STAYFIT, INC.**

**ARTICLE II**  
**OBJECTS AND PURPOSES**

The objects and purposes for which the corporation is organized are:

1. To engage in personal fitness services, including without limitation personal training and aerobics instruction, and to perform all services ancillary thereto.
2. To transact any and all lawful business for which corporations may be Incorporated under the Alabama Business Corporation Act, as such Act may be amended from time to time.
3. To have and to exercise all powers necessary or convenient to effect the above purposes.

The foregoing paragraphs of this Article II, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

**ARTICLE III**  
**LOCATION OF INITIAL REGISTERED  
OFFICE AND INITIAL REGISTERED AGENT**

The location and mailing address of the initial registered office of the corporation in the State of Alabama shall be 417 McCormack Way, Birmingham, Alabama 35242 and the corporation's initial registered agent at such address shall be Melanie Somers Frusterio.

**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares of capital stock that the corporation shall be authorized to issue and have outstanding shall be 1,000 shares of common stock, all of the same class, of the par value of one cent (\$.01) per share.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one (1) and the name and address of the person who is to serve as the director until the first annual meeting of shareholders or until his successors are elected and qualified are as follows:

Melanie Somers Frusterio  
417 McCormack Way  
Birmingham, Alabama 35242

**ARTICLE VI**  
**STOCK PURCHASES**

The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefore.



**ARTICLE VII**  
**LIABILITY OF DIRECTORS**

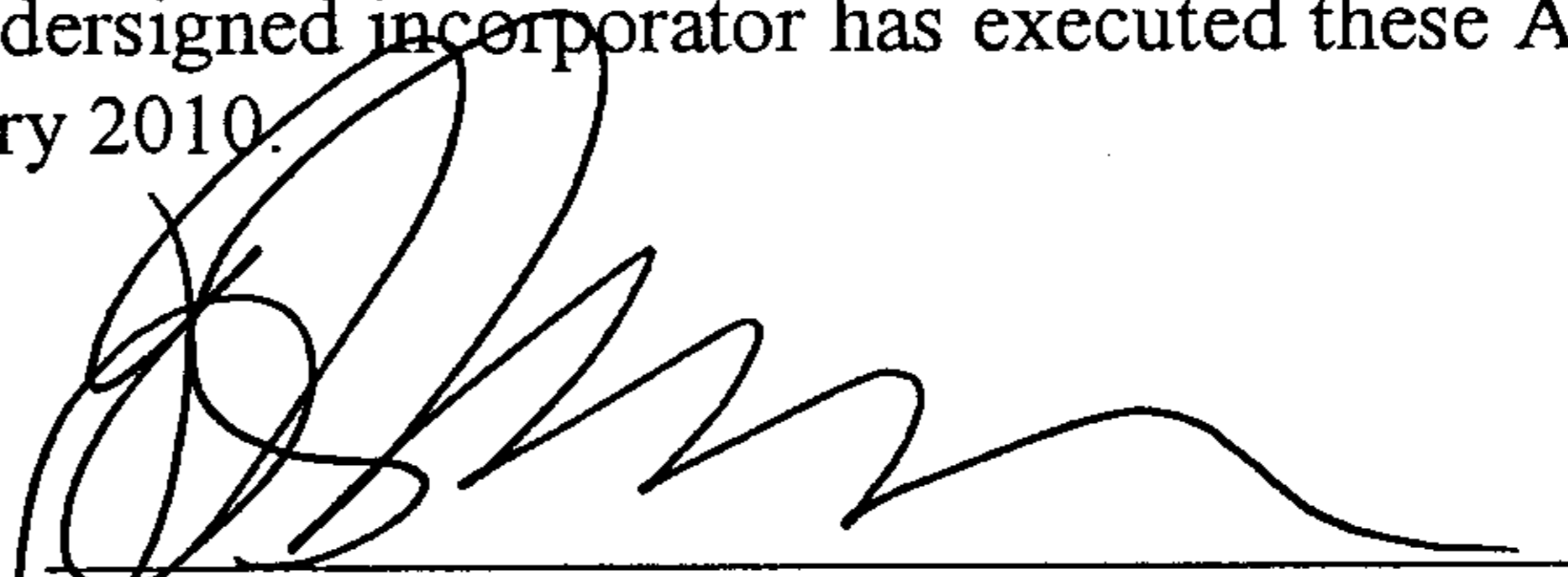
A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporations Act, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising of acts or omissions occurring prior to the adoption of the Article VII. Any repeal or modification of this Article VII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time such repeal or modification.

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the incorporator are as follows:

John P. Strohm  
Johnston Barton Proctor & Rose LLP  
Colonial Brookwood Center  
569 Brookwood Village, Suite 901  
Birmingham, AL 35209

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on this 8<sup>th</sup> day of February 2010.

  
\_\_\_\_\_  
John P. Strohm  
Incorporator



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Shelby Cnty Judge of Probate, AL  
02/09/2010 11:51:00 AM FILED/CERT

Beth Chapman  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

**StayFit, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Garry N. Evens, 569 Brookwood Village Ste 901, Birmingham, AL 35209 for a period of one hundred twenty days beginning February 3, 2010 and expiring June 4, 2010.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 3, 2010

Date

Beth Chapman <sup>TM</sup>  
Beth Chapman Secretary of State