

**ARTICLES OF ORGANIZATION OF
GYM POWER, LLC**

We the undersigned natural person of age, nineteen years of age or more, acting as organizers of a limited liability company under the Limited Liability Company Act of the State of Alabama, hereby adopts the following Articles of Organization for the limited liability company:

ARTICLE ONE

The name of the Limited Liability Company is: GYM-POWER, LLC

ARTICLE TWO

The address of the principal place of business of the limited liability company is: 217 FOREST HILLS CIRCLE, ALABASTER, AL 35007

ARTICLES THREE

The period of duration of the limited liability company shall be 15 years from its effective date.

ARTICLE FOUR

The name and business address of the limited liability company;s registered agent for service of process is: GYM-POWER, LLC., 217 FOREST HILLS CIRCLE, ALABASTER, AL 35007 C/O Ronald P. McNeely.

ARTICLE FIVE

The names and business address of each initial members of the limited liability company are:

Ronald P. McNeely
Vickie McNeely
217 Forest Hills Circle
Alabaster, AL 35007

Wade Hall
Carroll Hall
3821 River Run Trail
Birmingham, AL 35243

11/18/1998-45856
12:32 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 NEL 80.00

Inst # 1998-45856

George L. Carter
481 Marywood
Birmingham, AL 35244

George L. Carter, Jr.
100 Masters Drive
Athens, AL 35613

George Roy Carter
2304 Highway 150, Ste 129
Birmingham, AL 35244

ARTICLE SIX

The limited liability company is organized for the purpose of operating a gym and sale of health products and for the purposes of transacting any lawful business for which a limited liability company may be organized.

ARTICLE SEVEN

The limited liability company shall end upon the death, retirement, resignation, expulsion, bankrupt or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member.

ARTICLE EIGHT

The effective date of the formation of the limited liability company shall be Nov 1

ARTICLE NINE

The name and address of each organizer of the limited liability company is shown in paragraph #5.

ARTICLE TEN

The limited liability company shall have two managers who shall serve until the first annual meeting or until their successor are elected and qualified. The initial two managers shall be:

Ronald P. McNeely
Vickie McNeely
217 Forest Hills Circle
Alabaster, AL 35007

Wade Hall
Carroll Hall
3821 River Run Trail
Birmingham, AL 35243

George L. Carter
481 Marywood
Birmingham, AL 35244

George L. Carter, Jr.
100 Masters Drive
Athens, AL 35613

ARTICLE ELEVEN

The members of the limited liability company shall have the right to admit additional members, but only upon unanimous vote of all of the currently existing members. New Members may be admitted upon any terms and conditions as the current members may agree upon by unanimous vote.

The organizers, by their signatures below, affirm under penalty of perjury the truth of the matters set forth above.

Ronald P. McNeely
Ronald P. McNeely

Vickie McNeely
Vickie McNeely

Wade Hall
Wade Hall

Carroll Hall
Carroll Hall

George L. Carter
George L. Carter

George L. Carter, Jr.
George L. Carter, Jr.

Roy Dale Carter
Roy Dale Carter

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