

STATE OF ALABAMA)
COUNTY OF SHELBY)


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Shelby Cnty Judge of Probate, AL
07/07/2014 03:50:55 PM FILED/CERT

CERTIFICATE OF FORMATION
OF
WATSON/GANN FITNESS, LLC

The undersigned, for the purpose of forming a limited liability company under Sections 10A-1-3.05 and 10A-5-2.02 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Law"), hereby file the following Certificate of Formation with the probate judge of the county in which the initial registered agent of the limited liability company will be located and affirm that the facts stated in this Certificate of Formation is true and correct:

ARTICLE I

The name of the limited liability company is **Watson/Gann Fitness, LLC** (the "Company").

ARTICLE II

The period of duration of the Company shall be perpetual beginning on the date of filing of this Certificate of Formation with the Office of the Probate Judge for Shelby County, Alabama. Provided, however, that the Company shall be dissolved (a) as provided in the Operating Agreement, as amended from time to time, or (b) as may be required by the Alabama Limited Liability Company Law.

ARTICLE III

The purpose or purposes for which the Company is organized are as follows:

The transaction of any and all lawful business (except that the Company shall not be engaged in the business of banking) for which limited liability companies may be organized under the Alabama Limited Liability Company Law, including, but not limited to, any and all transactions and business activities which are necessary, appropriate or incidental to the provision of fitness related services and products to clients as an Iron Tribe franchisee within Athens, Georgia (pursuant to an area development agreement with Iron Tribe).

ARTICLE IV

The location and mailing address of the initial registered office of the Company shall be 5101 Cyrus Circle, Birmingham, Alabama 35242. The initial registered agent for service of process at the foregoing address shall be Kevin R. Gann.

ARTICLE V

The name and mailing address of the initial members of the Company is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Kevin R. Gann	5101 Cyrus Circle Birmingham, Alabama 35242
Clint Watson	1181 Colliers Creek Road Watkinsville, Georgia 30677

ARTICLE VI

The initial members shall have no right to admit additional members, except in accordance with the Operating Agreement, as amended from time to time.

ARTICLE VII

The members of the Company shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Company if (i) there is at least one remaining member; or (ii) there is no remaining member, and the holders of all the financial rights in the Company agree in writing, within 90 days after the cessation of membership of the last member, to continue the legal existence and business of the Company and to appoint one or more new members, or (iii) the legal existence and business of the Company is continued and one or more new members are appointed in the manner stated in the Operating Agreement or Certificate of Formation.

ARTICLE VIII

The Company shall be managed by its members.

ARTICLE IX

The following person shall serve as the organizer of the Company and shall execute and file this document with the Office of the Judge of Probate of Shelby County, Alabama:

<u>NAME</u>	<u>MAILING ADDRESS</u>
William B. Stewart, Esq.	Wallace, Jordan, Ratliff & Brandt, L.L.C. 800 Shades Creek Parkway, Suite 400 Birmingham, Alabama 35209

ARTICLE X

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Law.

ARTICLE XI

All other provisions for the regulation of the internal affairs of the Company shall be set out in the Operating Agreement, as amended from time to time and shall be in compliance with the Alabama Limited Liability Company Law.

IN WITNESS WHEREOF, the undersigned Organizer has executed this Certificate of Formation this the 7th day of July, 2014.


ORGANIZER

This instrument prepared by:

William B. Stewart, Esq.
Wallace, Jordan, Ratliff & Brandt, L.L.C.
800 Shades Creek Parkway, Suite 400
Birmingham, Alabama 35209
email: wstewart@wallacejordan.com

Jim Bennett
Secretary of State

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

STATE OF ALABAMA

**I, Jim Bennett, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Watson/Gann Fitness, LLC

This name reservation is for the exclusive use of Wallace, Jordan, Post Office Box
530910, Birmingham, AL 35253 for a period of one year beginning May 22, 2014
and expiring May 22, 2015



RES658219

**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.**

May 22, 2014

Date

A handwritten signature in cursive script, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State