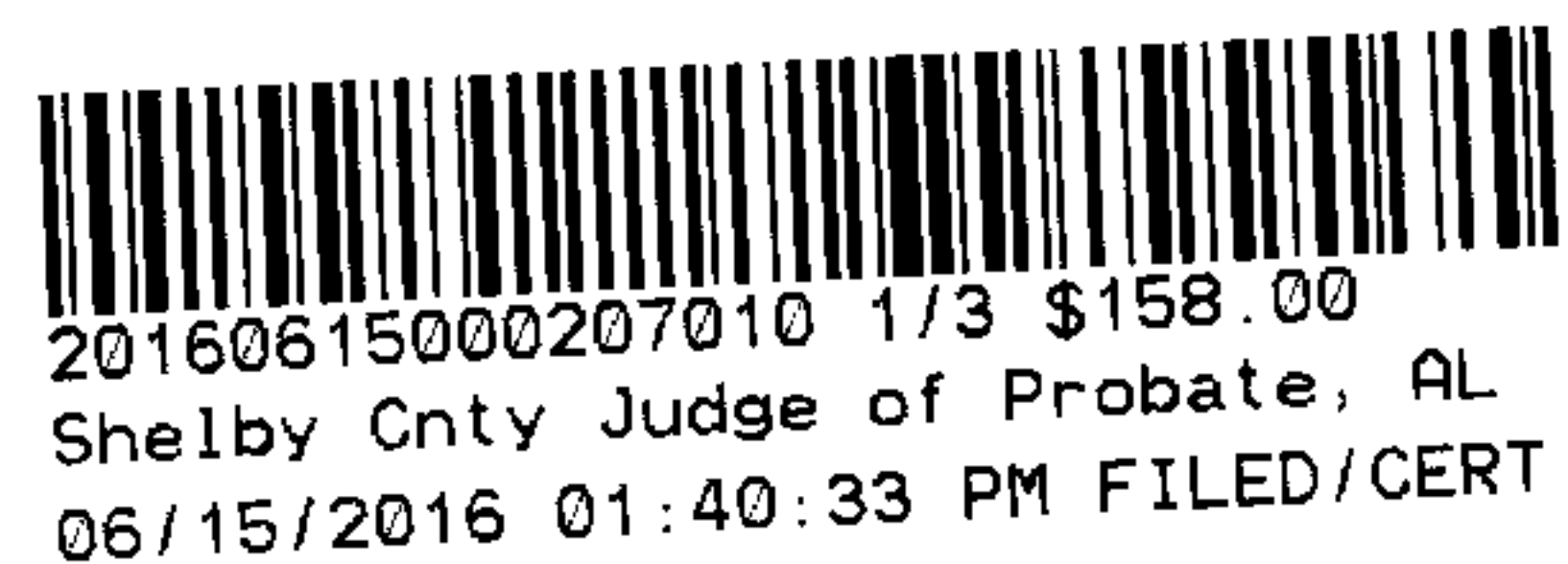


**This Instrument Prepared By:**  
**Morris J. Princiotta, Jr.**  
**Attorney at Law**  
**2100-C Rocky Ridge Road**  
**Birmingham, Alabama 35216**

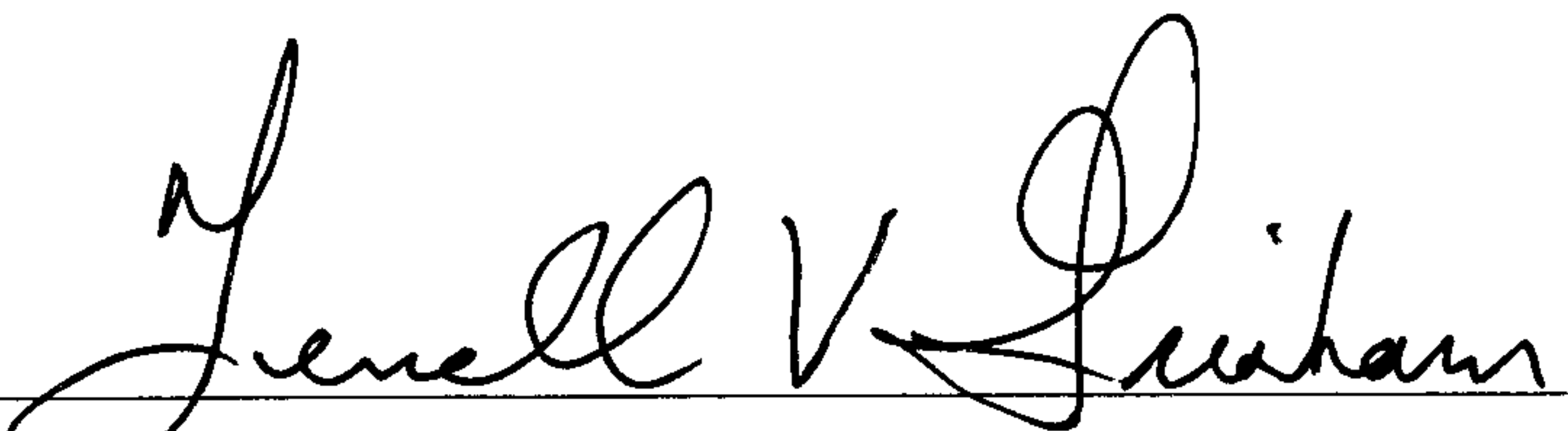
**CERTIFICATE OF FORMATION**  
**OF**  
**CHALK GYM, LLC**


1. The name of the limited liability company is **CHALK GYM, LLC**.
2. The limited liability company will have perpetual existence.
3. The purpose of the LLC is to organize a company to do business as a gymnasium and personal training facility; and to sell athletic related clothing, supplies, and food and beverage products; and to perform any and all other related activities; or for any other lawful business purpose.
4. The address of its initial registered office in the State of Alabama is  
3150 Bowling Drive, Suite 4, Birmingham, AL 35242.  
The name and address of its initial registered agent in the State of Alabama  
is Terrell V. Grisham, at 3150 Bowling Drive, Suite 4, Birmingham, AL 35242.
5. This CERTIFICATE OF FORMATION will be effective upon filing of  
these Articles.
6. The name and address of the Company's initial member is:  
  
**TERRELL V. GRISHAM**, whose address is  
2953 Brook Highland Drive, Birmingham, AL 35242
7. The mailing address for the LLC is  
3150 Bowling Drive, Suite 4, Birmingham, AL 35242.



8. The Company is to be managed by members. Each initial member will serve until the first annual meeting of the members or until their successor is elected and qualified. The initial member that shall manage the Company is identified as follows:  
  
Terrell V. Grisham, whose address is 3150 Bowling Drive, Suite 4,  
Birmingham, AL 35242.
9. Members of the Company have the right to admit new members on majority written consent of the existing members. The existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.
10. The death or dissolution of a Member or the occurrence of any other event which terminates the membership of a Member is the Company will not result in the dissolution and winding up the Company.
11. Any provision that is not inconsistent with the law for the regulation of the internal affairs of the Company is permitted to be set forth in the operating agreement of the LLC.

IN WITNESS WHEREOF, the undersigned Managing Member and Organizer executed these CERTIFICATE OF FORMATION of CHALK GYM, LLC, on this 13 day of June, 2016.

  
Terrell V. Grisham, Managing Member/Organizer

  
20160615000207010 2/3 \$158.00  
Shelby Cnty Judge of Probate, AL  
06/15/2016 01:40:33 PM FILED/CERT



John H. Merrill  
Secretary of State

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

# STATE OF ALABAMA

**I, John H. Merrill, 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:

**CHALK GYM, LLC**

This name reservation is for the exclusive use of Terrell V. Grisham, 2953 Brook  
Highland Drive, Birmingham, AL 35242 for a period of one year beginning June  
07, 2016 and expiring June 07, 2017

20160615000207010 3/3 \$158.00  
Shelby Cnty Judge of Probate, AL  
06/15/2016 01:40:33 PM FILED/CERT



RES726175

**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.**

June 07, 2016

Date

*J. H. Merrill*

John H. Merrill

Secretary of State