

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

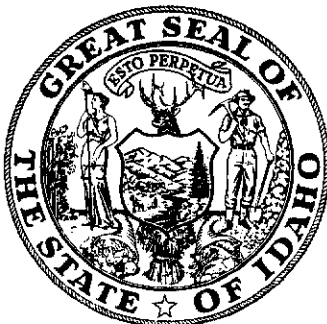
EXERCISE INSTITUTE, INC.

File number C 113124

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 26, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ava Seibert*

DEC 26 2 19 PM '95  
SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLES OF INCORPORATION

of

EXERCISE INSTITUTE, INC.

### ARTICLE I

NAME: The name of the corporation shall be EXERCISE INSTITUTE, INC.

### ARTICLE II

PRINCIPAL (REGISTERED) OFFICE: The principal (registered) office of this corporation is to be located at:

610 W. HUBBARD #106

in the City of COEUR D'ALENE, County of KOOTENAI

State of IDAHO, and may transact its business and maintain offices for such purposes at such other places either within or without this State.

### ARTICLE III

PURPOSE AND DURATION: The purpose for which this corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the laws of IDAHO, as they may be amended from time to time, and whose existence shall be perpetual.

### ARTICLE IV

INITIAL BUSINESS: The corporation initially intends to engage in the business of \_\_\_\_\_

EXERCISE INSTRUCTION

### ARTICLE V

INCORPORATORS (AND INITIAL DIRECTORS): The names and addresses of the incorporators (and if required or permitted by State Laws, the persons who will serve as the initial board of directors until the annual meeting of the stockholders or until their successors have been elected and qualified) are:

MICHAEL S. TEATER

(Name)

302 W 4TH STREET #54

(Address)

POST FALLS, ID 83854

(City/State/Zip Code)

DATE 12/26/1995 0900 25078

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CR# 1167

CUST# 63466

CORP

10-100.00

100.00

x Michael S Teater

(Name)

_____	_____
(Name)	(Address)
_____	_____
	(City/State/Zip Code)
_____	_____
(Name)	(Address)
_____	_____
	(City/State/Zip Code)

### ARTICLE VI

**DIRECTORS:** The business and affairs of this corporation shall be conducted by a Board of Directors whose number shall not be less than 1, nor more than 10 members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits above provided. The Directors need not be Stockholders of the Corporation unless so required by the Bylaws. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees which to the extent provided in said resolution or resolutions or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated on the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of this corporation or any article therein.

### ARTICLE VII

**PRIVATE PROPERTY:** The private property of the Stockholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever, as provided under State Laws.

### ARTICLE VIII

**INDEMNIFICATION OF OFFICERS AND DIRECTORS:** The corporation shall indemnify every Director and Officer, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. This right of indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such officer or director, and the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation, and so provided under State Laws.

### ARTICLE IX

**CAPITAL STOCK:** (Indicate below, the number, kind and par value of the Capital Stock)

☒ The corporation shall have the authority to issue 100,000 Shares of Common Stock, each share to have No Par Value. The shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors, and may be designated as voting or non-voting at the time of issuance.

☐ The corporation shall have the authority to issue \_\_\_\_\_  
Shares of Common Stock, each share to have a Par Value of \$ \_\_\_\_\_; The shares may be  
issued upon such terms as the Board of Directors may from time to time authorize including the designation as to  
whether such shares shall be voting or non-voting.

☐ The corporation shall have the authority to issue two classes of stock. The classification and par value of each  
share of stock shall be as follows: \_\_\_\_\_

Shares of Common Stock with \_\_\_\_\_ Par Value, designated as Class A Common Stock;  
and \_\_\_\_\_ Shares of Preferred Stock with  
a Par Value of \$ \_\_\_\_\_ each share, designated as Class B Preferred Stock.

Said preferred stock may be issued from time to time in one or more classes or series, with such dividend rates,  
voting rights, rights of conversions, rights upon dissolution or liquidation and with such designations, preferences  
and relative participation, optional or other special rights or qualifications, limitations or restrictions thereof, as shall  
be determined by resolution adopted by the Board of Directors at the time such stock is issued.

#### ARTICLE X

STATUTORY(RESIDENT)(REGISTERED) AGENT: The name and address of the initial Statutory (Resident)  
(Registered) Agent for the corporation who agrees to accept service of process on behalf of this corporation is:

MICHAEL S. TEATER

610 W. HUBBARD #106, COEUR D'ALENE 83814

#### ARTICLE XI

FISCAL YEAR: The fiscal year of the corporation shall be from JANUARY 1 to  
DECEMBER 31 of each year.

IN WITNESS WHEREOF, we have set our hands this 21<sup>st</sup> day of December, 19 95.

Michael S. Teater

Signature of Incorporator

Signature of Incorporator

Signature of Incorporator

Signature of Incorporator

**ACKNOWLEDGMENT**

(Not required in all States)

State of IDAHO )  
 ) ss.  
County of KOOTENAI )

On this 21st day of December, 19 95, before  
me, the undersigned Notary Public, personally appeared, Michael S. Teater

,  
to me known to be the individual(s) described in and who executed the foregoing Instrument and acknowledged that  
he(she)(they) executed the same for the purposes therein contained.

My Commission Expires: 11-02-2001 Valerie J. Johnson  
Notary Public

**ACKNOWLEDGMENT**

(Not required in all States)

State of \_\_\_\_\_ )  
 ) ss.  
County of \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_\_, before  
me, the undersigned Notary Public, personally appeared, \_\_\_\_\_

,  
to me known to be the individual(s) described in and who executed the foregoing Instrument and acknowledged that  
he(she)(they) executed the same for the purposes therein contained.

My Commission Expires: \_\_\_\_\_  
Notary Public