



**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

**SPORTS AND FITNESS CLUB, INC.**

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: July 17, 1989



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *[Signature]*

Articles of Incorporation of the  
SPORTS AND FITNESS CLUB, INC.

RECEIVED  
SEC. OF STATE

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The undersigned natural person over the age of 21 years, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

FIRST: The name of the corporation is the SPORTS AND FITNESS CLUB, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes of the corporation are:

- A. To own and operate a sports and fitness club, and to do all things necessary or helpful to do so.
- B. To do all other things permitted to corporations.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is a single class of one thousand (1,000) shares with a par value of one dollar (\$1.00) each.

FIFTH: The address of the initial registered office of the corporation is 53 South Millhollow Drive, Rexburg, Idaho, 83440, and the name of its initial registered agent at that address is Joseph B. Romney.

SIXTH: The number of directors of the corporation shall be not less than three (3) nor more than nine (9), the exact number to be fixed by a majority vote of the outstanding stock of the corporation. Until changed, there shall be three (3) directors. The persons who shall serve as directors until their successors are elected are the following:

Carl J. Thurgood	165 East 1st South, Rexburg, Idaho 83440
Suzanne R. Thurgood	165 East 1st South, Rexburg, Idaho 83440
Joseph B. Romney	53 South Millhollow Dr., Rexburg, Idaho 83440

SEVENTH: The name and address of the incorporator is the following:

Carl J. Thurgood	165 East 1st South, Rexburg, Idaho 83440
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Dated 8 July 1989

Carl J. Thurgood  
Carl J. Thurgood

State of Idaho  
County of Madison

On this 8th day of July, 1989, personally appeared before me Carl J. Thurgood, who, being first duly sworn, stated to me that he signed the foregoing instrument as incorporator and that the statements therein are true.

Harold Walker  
Notary Public  
My commission expires Life