

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF**

SANDPOINT FITNESS, INC.

2008 FEB 21 PM 2: 05

SECRETARY OF STATE
STATE OF IDAHO

Article 1: The name of the corporation shall be Sandpoint Fitness, Inc.

Article 2: The number of shares the corporation is authorized to issue is 10,000.

Article 3: The street address of the registered office is 520 Cedar Street, Ste A, Sandpoint ID 83864 and the name of the registered agent at such address is Brian C. Jensen.

Article 4: The names of the incorporators are John Breckenridge and Kaliope Breckenridge at 109 Canoe Cove, Sandpoint, ID 83864.

Article 5: The mailing address of the Corporation shall be 104 South Second Avenue, Sandpoint, ID 83864.

Article 6: The period of the Corporation shall be perpetual.

Article 7: The purpose for which the Corporation is organized is to provide fitness related activities and any other activities for which companies may be organized under the Idaho Business Corporation Act.

Article 8: The internal affairs of the corporation shall be governed by the duly-adopted bylaws of the Corporation.

Article 9: The number of directors constituting the initial Board of Directors shall not be less than (2) and not more than (5). The names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders, or until his or her successor be elected and qualified, are John Breckenridge and Kaliope Breckenridge at 109 Canoe Cove, Sandpoint, ID 83864.

Article 10: The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended; provided, however, that in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho business Corporation Act permitted the Corporation to provide prior to such amendment.

IDAHO SECRETARY OF STATE
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SANDPOINT FITNESS, Inc. – Articles continued

Article 11: No Director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duties, except liability for: (A) the amount of financial benefit received by a director to which the director is not entitled; (B) an intentional infliction of harm on the Corporation or the stockholders; (C) a violation of Idaho Code Section 30-1-833 (liability for unlawful distributions); or, (D) an intentional violation of criminal law.


John Breckenridge


Kalliope Breckenridge