

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIG JON FITNESS CORPORATION**

2014 MAR 25 PM 12:43

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, Jon Buettner, hereby certifies that he is the Incorporator of Big Jon Fitness Corporation, an Idaho corporation (the "Corporation"), and further certifies that:

1. By action taken by the Incorporator pursuant to Section 30-1-1002 of the Idaho Business Corporation Act (the "Act"), on March 14, 2014, the Incorporator adopted its First Amended and Restated Articles of Incorporation.

2. The Corporation's Amended and Restated Articles of Incorporation are further amended and restated in their entirety in accordance with Sections 30-1-1001 through 30-1-1021 of the Act to read as follows:

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IDAHO SECRETARY OF STATE
03/25/2014 05:00
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FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIG JON FITNESS CORPORATION

The Corporation's Articles of Incorporation are amended and restated in their entirety in accordance with Sections 30-1-1001 through 30-1-1021 of the Act to read as follows:

ARTICLE I

NAME

The name of the corporation is Big Jon Fitness Corporation.

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all lawful business or businesses for which corporations may be incorporated pursuant to the Act.

ARTICLE III

DURATION

The Corporation is to have perpetual existence.

ARTICLE IV

REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent and address of the registered office is:

Name	Address
Jon Buettner	1640 E. Plaza Loop Nampa, Idaho 83687

ARTICLE V
CAPITAL STOCK

5.1 Common Stock. The Corporation is authorized to issue only one class of shares of stock, which shall be designated “Common Stock”; and the total number of shares that the Corporation is authorized to issue is ten thousand (10,000), having no par value per share.

5.2 Stock Transfer Restricted. No shareholder shall (a) transfer all or part of such shareholder’s stock in a manner which would result in an increase in the then current number of shareholders of the Corporation in excess of those allowed under Section 1361 of the Internal Revenue Code of 1986, as amended (the “Code”); (b) transfer all or part of such shareholder’s stock to a person or entity who is not eligible to hold stock in a subchapter S Corporation pursuant to Section 1361(b)(1) of the Code; and (c) voluntarily transfer such shareholder’s stock in any manner which would result in the termination of the subchapter S Corporation status for the purposes of federal corporate income taxation pursuant to the provisions of the Code. Any purported transfer in violation of these provisions shall be void, and the Corporation shall not be required to accept or recognize any such purported transfer except as herein provided.

5.3 Preemptive Rights. Except as otherwise provided in these Articles of Incorporation of the Corporation, each share of Common Stock of the Corporation shall entitle the holder thereof to a preemptive right, for a period of thirty (30) days, to subscribe for, purchase, or otherwise acquire any shares of stock which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of stock of the Corporation or for the purchase of any shares of stock, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of stock of the Corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty (30) days, any and all of such shares of stock, rights, options, bonds, securities, or obligations of the Corporation may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors of this Corporation in its discretion may determine.

ARTICLE VI

DIRECTORS

The number of directors constituting the initial board of directors of this Corporation is two (2) whose names and addresses, and number of shares subscribed for by each, are as follows:

Name	Address	No. Of Shares
Jon Buettner	10885 W. Hidden Brook Dr. Star, Idaho 83669	2,500
Shawna Buettner	10885 W. Hidden Brook Dr. Star, Idaho 83669	2,500

The number of directors of the Corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided that the number of directors of the Corporation shall not be less than two (2). In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified. Cumulative voting of shares in the election of directors shall not be allowed.

ARTICLE VII

INDEMNIFICATION AND LIMITATION ON LIABILITY

7.1 Personal Liability. There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its shareholders for monetary damages for any breach, act, omission, or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the Corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a director of the Corporation

with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

7.2 Indemnification. In addition to the other powers now or hereafter conferred upon the Corporation by these Articles of Incorporation, the Act or otherwise, the Corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and attorneys' fees and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The board of directors is hereby authorized on behalf of the Corporation, and without shareholder action, to exercise all of the Corporation's powers of indemnification, whether by provision in the bylaws or otherwise.

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Incorporation effective as of the 14th day of March, 2014.



Jon Buettner
Incorporator