

ARTICLES OF INCORPORATION

THE BODY CLUB, INC.

WE, the undersigned, acting as incorporators under the Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I: NAME: The name of this organization shall be THE BODY CLUB, INC.

ARTICLE II: EXISTENCE: This corporation is organized as a for profit corporation of the State of Idaho, and its length of existence shall be perpetual.

ARTICLE III: PURPOSE: The purposes of this corporation is formed are the transaction of any or all lawful business to do anything not prohibited by law necessary or requisite for the furthering of the purposes of this corporation.

ARTICLE IV: STOCK: The aggregate number of shares which the corporation shall have authority to issue is 1000 shares of stock. Provisions denying preemptive rights are: none.

ARTICLE V: REGISTERED AGENT AND ADDRESS: Registered agent shall be LINDA FREI. The location and street address of the corporation's initial registered office shall be LINDA FREI, 259 Highway 95, Ferdinand, Idaho 83526.

ARTICLE VI: INCORPORATORS, DIRECTORS AND OFFICERS: The corporation shall have the following incorporators and directors who shall also be officers as follows:  
Incorporators and directors:

Linda Frei, President, 259 Highway 95, Ferdinand, ID 83526;

Melody Frei, Vice-President/Secretary, 259 Highway 95, Ferdinand, ID 83526;

ARTICLE VII: AMENDMENT: These articles may be amended by a quorum of the membership who are present at any meeting called by the Chairman after Notice, as required by the appropriate provisions of the Idaho Code.

ARTICLES OF INCORPORATION

Michael P. Wasko  
Attorney at Law  
Cottonwood, Idaho

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STATE OF IDAHO  
COUNTY OF ADAMS  
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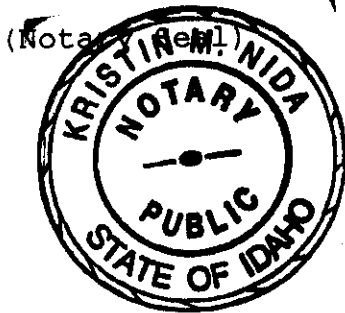
Dated this 26th day of August, 1998.

Linda Frei  
Linda Frei

Melody Frei  
Melody Frei

STATE OF IDAHO ) ss.  
County of Idaho )

On this 26th day of August, 1998, before me a Notary Public, in and for the said state, personally appeared LINDA FREI and MELODY FREI, known or identified to me (or proved upon oath of \_\_\_\_\_) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.



Kristin M. Nida  
Notary Public, State of Idaho  
Residing at Cottonwood therein.  
My Commission expires: 3/20/03.

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Michael P. Wasko  
Attorney at Law  
Cottonwood, Idaho