

**FILED EFFECTIVE**

**FILED AT THE REQUEST OF:**

Elements Youth Fitness, Inc.  
8870 West Duck Lake Drive  
Boise, Idaho 83714

**SPACE FOR SECRETARY OF STATE'S USE**

06 JUL 14 PM 1:39

SECRETARY OF STATE  
STATE OF IDAHO

**AFTER FILING MAIL TO:**

Melanie G. Rubocki, Esq.  
Perkins Coie LLP  
251 East Front Street, Suite 400  
Boise, Idaho 83702-7310

**ARTICLES OF INCORPORATION**

**OF**

**ELEMENTS YOUTH FITNESS, INC.**

The undersigned, acting as incorporator of Elements Youth Fitness, Inc. (the "**Corporation**") under the Idaho Business Corporation Act (the "**Act**"), adopts the following Articles of Incorporation:

**ARTICLE 1  
NAME**

The name of the Corporation is "Elements Youth Fitness, Inc."

**ARTICLE 2  
PURPOSE**

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

**ARTICLE 3  
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE 4  
CAPITAL STOCK**

The total number of shares which the Corporation is authorized to issue is 1,000,000 shares of common stock, no par value. The holders of shares of Common Stock shall be entitled to one vote per share at each meeting of the shareholders of the Corporation and on all matters coming before the shareholders of the Corporation, except as otherwise provided by law. Except as otherwise provided herein or by law, shareholders shall have no preemptive rights.

IDAHO SECRETARY OF STATE  
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**ARTICLE 5  
INCORPORATOR**

The name and address of the incorporator is:

| Name        | Address   |
|-------------|---|
| Dana Jaconi | 8870 West Duck Lake Drive<br>Boise, Idaho 83714 |

**ARTICLE 6  
REGISTERED AGENT AND REGISTERED OFFICE**

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

| Name        | Address   |
|-------------|---|
| Dana Jaconi | 8870 West Duck Lake Drive<br>Boise, Idaho 83714 |

**ARTICLE 7  
BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of Directors shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

**ARTICLE 8  
INDEMNIFICATION AND LIMITATION ON LIABILITY**

**A. Indemnification.**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment).

**B. Limitation on 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 that 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.

#### **ARTICLE 9 AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

***[Remainder of Page Left Intentionally Blank]***

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Incorporation effective as of the 11<sup>th</sup> day of July, 2006.

  
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Dana Jaconi, Incorporator