

**ARTICLES OF INCORPORATION
OF
FORTIS FITNESS, INC.**

For Office Use Only

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Effective as of the date filed with the Idaho Secretary of State, the Articles of Incorporation of Fortis Fitness, Inc. are as follows:

**ARTICLE 1
NAME OF THE CORPORATION**

The name of the corporation is Fortis Fitness, Inc. (the “Corporation”).

**ARTICLE 2
DURATION**

The Corporation’s duration is perpetual.

**ARTICLE 3
PRINCIPAL OFFICE OF THE CORPORATION**

The mailing address of the Corporation’s principal office is 4017 W. Quail Ridge, Boise, ID 83706.

**ARTICLE 4
PURPOSES OF THE CORPORATION**

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act, as codified at Chapter 29, Title 30, Idaho Code (the “IBCA”).

**ARTICLE 5
SHARES**

5.1 Capital Stock. The Corporation is authorized to issue ten million (10,000,000) shares of capital stock in the aggregate at no par value. Of the authorized shares, eight million (8,000,000) shares shall be voting common stock and two million (2,000,000) shares shall be nonvoting common stock. The rights of both the voting and nonvoting common stock shall be identical except with respect to the voting rights. The nonvoting common stock shall have no right to vote on any issue.

5.2 Transfer. No shareholder of the Corporation may sell or transfer shares except to another person that is eligible to be a shareholder of the Corporation.

5.3 Preemptive Rights. Unless otherwise provided in a written agreement of the shareholders of the Corporation, no shareholder of the Corporation shall have a preemptive right to acquire stock in the Corporation.

5.4 Treasury Shares. Unless a resolution of the Board of Directors provides that reacquired common stock constitutes authorized but unissued shares of common stock, reacquired common stock constitutes treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of common stock.

5.5 Voting. Each outstanding share of voting common stock is entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes. Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

5.6 Action Without a Meeting. Any action required or permitted under the IBCA to be taken at a shareholders' meeting may be taken without a meeting, and without prior notice, if a consents in writing setting forth the action so taken are signed by the holders of the outstanding voting common stock having not less than the minimum number of votes that would be required to authorize or take action at a meeting at which all shares entitled to vote on the action were present and voted.

ARTICLE 6 REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 784 S. Clearwater Loop Ste. R, Post Falls, ID 83854. The name of the registered agent at such address is Registered Agents Inc.

ARTICLE 7 BOARD OF DIRECTORS

7.1 Corporate Powers. The Board of Directors manage the business and affairs of the Corporation and have all corporate powers of the Corporation, subject to any limitation set forth in the Corporation's Bylaws or a shareholder agreement authorized under Section 30-29-732 of the IBCA.

7.2 Board of Directors. The number of directors constituting the Board of Directors will be no less than one (1) and no greater than five (5). Until changed as provided in the Corporation's Bylaws, the number of directors that constitute the Board of Directors is four (4). The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Sean Orion Macmillan	4017 W. Quail Ridge, Boise, ID 83706
Nathan Hayes Freney	4017 W. Quail Ridge, Boise, ID 83706
Landon Reese	4017 W. Quail Ridge, Boise, ID 83706
Sean Brigham	4017 W. Quail Ridge, Boise, ID 83706

**ARTICLE 8
INCORPORATOR**

For purposes of these Articles of Incorporation, the name and address of the incorporator is:

Name

Address

Nicholas L. Taylor

101 S. Capitol Blvd., Suite 1900
Boise, ID 83702

**ARTICLE 9
LIMITATION OF LIABILITY**

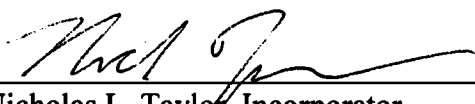
A director of the Corporation will not be personally liable to the Corporation or its shareholders for money damages for any action taken as a director, or any failure to take action as a director, except for any liability for: (i) the amount of a financial benefit received by the director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of Section 30-29-832 of the IBCA, or (iv) an intentional violation of criminal law. If the IBCA is amended to permit greater elimination or limitation of personal liability of directors, then the directors of the Corporation will be entitled to such greater rights as permitted by the amendment to the IBCA.

**ARTICLE 10
INDEMNIFICATION**

The Corporation shall indemnify the directors of the Corporation to the fullest extent permitted by the IBCA. If the IBCA is amended to permit greater indemnification of directors, then the directors of the Corporation will be entitled to such greater rights as permitted by the amendment to the IBCA.

**ARTICLE 11
EXECUTION**

For the purpose of forming this Corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation as of August 8, 2019.

By: 

Nicholas L. Taylor, Incorporator