

# State of Idaho

## Department of State.

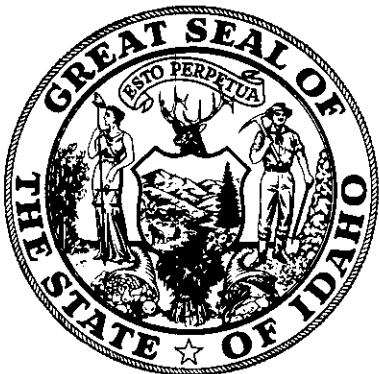
### CERTIFICATE OF INCORPORATION OF

KIRTLAND, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 13, 1985



Pete T. Cenarrusa  
SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
KIRTLAND, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each and all being natural persons of full age, have this day and do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

ARTICLE I: The name of the corporation shall be Kirtland, Inc.

ARTICLE II: The purpose and objects for which this corporation is formed are:

1. To conduct, carry on and be engaged in the business of operating a physical fitness center and facility.

2. To engage in the buying and selling of equipment, goods, wares and merchandise.

3. To generally engage in, do and perform, any enterprise, act or vocation permitted or authorized pursuant to the provisions of the Idaho Business Corporation Act and amendments thereto.

4. To purchase and acquire its own stock, as well as stock in any other corporation whose stock is owned by the same or largely the same stockholders; to buy, acquire, own and sell capital stock, bonds, debentures or other securities issued by any other corporation, private, public or municipal or buy any State or political subdivision of the United States.

ARTICLE III: This corporation shall have a perpetual existence.

ARTICLE IV: The total number of shares which the corporation is authorized to issue is 1,000. The aggregate par value of such shares is \$100,000.00 and the par value of each share is \$100.00.

ARTICLE V: Provisions denying pre-emptive rights are: NONE.

ARTICLE VI: The address of the initial registered office of the corporation is: 514 Main Street, Gooding, Idaho 83330, and the name of its initial registered agent at such address is Jim L. Kirtland.

ARTICLE VII: The number of directors constituting the initial board of directors of the corporation is four and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Jim L. Kirtland  
506 Arizona St.  
Gooding, Idaho 83330

Mary A. Kirtland  
506 Arizona St.  
Gooding, Idaho 83330

John L. Kirtland  
233 10th Avenue E.  
Gooding, Idaho 83330

Nancy Kirtland  
233 10th Avenue E.  
Gooding, Idaho 83330

ARTICLE VIII: The name and address of each incorporator is:

Jim L. Kirtland  
506 Arizona St.  
Gooding, Idaho 83330

Mary A. Kirtland  
506 Arizona St.  
Gooding, Idaho 83330

John L. Kirtland  
233 10th Avenue E.  
Gooding, Idaho 83330

Nancy Kirtland  
233 10th Avenue E.  
Gooding, Idaho 83330

IN WITNESS WHEREOF, we have hereunto set our hands this

10<sup>th</sup> day May, 1985.

Jim L. Kirtland

John L. Kirtland

Mary A. Kirtland

Nancy Kirtland

STATE OF IDAHO )  
County of Gooding ) SS.

On this 10<sup>th</sup> day of May, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Jim L. Kirtland and Mary A. Kirtland, husband and wife, and John L. Kirtland and Nancy Kirtland, husband and wife, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Lonela Stout  
Notary Public for the State of Idaho;  
Residing at: Gooding, Idaho.