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James H. Whitaker
Carl Watt
Ed. Ray
Lawrence D. ...

William H. Selin
SECRETARY OF STATE INDIANA

ARTICLES OF INCORPORATION
OF
THE CLUB FAYETTE HEALTH SPA, INC.

The undersigned incorporator, desiring to form a Corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of The Indiana General Corporation Act, as amended (hereinafter referred to as the "Act") executes the following Articles of Incorporation.

ARTICLE I - Identification

Section 1.01 - Name. The name of the Corporation is The Club Fayette Health Spa, Inc.

ARTICLE II - Purposes

The purposes for which the Corporation is formed are as follows:

Section 2.01 - To Engage in the General Health Club Business. Generally to conduct the business of a Health Club for profit, including the sale of steam and sauna bath services in any manner whatsoever, whether as owner, contractor, independent contractor or as employee or agent of others. To engage in supervising, managing and operating any and all activity of allied projects and to do such other things as are incidental, proper and necessary in the operation of said business and in carrying out any and all of said purposes; to own, equip, maintain, operate and use and to contract with others to lease, equip, maintain, operate and use any property, either real or personal, incidental to the conduct of said business.

Section 2.02 - Capacity to Act. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient, or expedient to accomplish the purposes for which it is formed, and such as are not repugnant to law.

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Section 2.03 - To Acquire Concessions. To make, enter into, and carry out any arrangements with any corporation, association, partnership, individual, syndicate and/or entity, domestic or foreign, governmental or private, and obtain therefrom or acquire by purchase, lease, assignment, or otherwise, any powers, rights, privileges, immunities, franchises, guaranties, and grants and concessions, pertaining to the business of the Corporation; to acquire, hold, own, exercise, exploit, dispose of, and realize upon, the same, to undertake and prosecute any business dependant thereon; and to promote, cause to be formed, and aid in any way, any corporation, association, partnership, individual, syndicate and/or entity, whether domestic or foreign, governmental or private, for any such purposes.

Section 2.04 - To Deal in Personal Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

Section 2.05 - To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, lease as lessee, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

Section 2.06 - To Act as Agent. To act in any State in which the Corporation is qualified to do business, as agent or representative for any individual, association, corporation, or legal entity, respecting business which the Corporation is authorized to transact.

Section 2.07 - To Make Contracts. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

Section 2.08 - To Deal in Patent Rights. To acquire, (by purchase, exchange, lease, hire or otherwise) hold, use, sell, assign, lease and grant licenses or sublicenses in respect of, pledge, or otherwise dispose of, letters patent of the United States or any foreign country, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks, and trade names.

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Section 2.09 - To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise) all, or any part, of the good will, rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has power to conduct; to pay for the same in cash or in stocks; bonds or other obligations of the Corporation or otherwise; to hold, utilize and in any manner dispose of the whole, or any part, of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership, association, or corporation, and conduct in any lawful manner the whole, or any part, of the business thus acquired.

Section 2.10 - To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations.

Section 2.11 - To Enter into Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or co-operative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business, which the Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of the Corporation.

Section 2.12 - To Raise Funds. To borrow, or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment thereof, and the interest thereon, by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the Corporation for its corporate purposes.

Section 2.13 - To Deal in its own Securities. To acquire (by purchase, exchange, lease hire or otherwise), hold, sell, transfer, reissue, or cancel the shares of its own capital stock, or any securities or other obligations of the Corporation, in the manner and to the extent now or hereafter permitted by the laws of Indiana, except that the

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Corporation shall not use its funds or other assets for the purchase of its own shares of stock when such use would cause any impairment of the capital of the Corporation, and except that shares of its own capital stock beneficially owned by the Corporation shall not be voted directly or indirectly.

Section 2.14 - To Deal in Securities Generally. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other individuals, or domestic or foreign corporations, associations or partnerships, for whatever purpose or purposes formed or operating, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

Section 2.15 - Rights, Privileges, and Powers. Subject to any limitations or restrictions imposed by law or by these Articles of Incorporation, to have and exercise all the general rights, privileges and powers specified in Section 3 of the Act.

Section 2.16 - General Clause. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do everything incidental thereto or connected therewith, which is not forbidden by the laws of the State of Indiana, or by the provisions of these Articles of Incorporation.

Section 2.17 - Construction of Foregoing Sections. The foregoing Sections shall be construed as purposes as well as powers, and the matters expressed in each Section shall, unless otherwise expressly provided, be in no wise limited by reference to, or inference from, the terms of any other Section, each of such Sections being regarded as creating independent powers and purposes. The enumerations shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of such Sections, or the scope of the general powers of the Corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature. The Corporation, shall not, however, carry on in any state, territory, district, possession or country any business, or exercise any powers, which a corporation organized under the laws thereof could not carry on or exercise.

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Section 2.18 - Limiting Clause. Nothing in this Article contained shall be construed to authorize the conduct by the Corporation of rural loan and savings associations, credit unions, or a banking railroad, insurance, surety, trust, safe deposit, mortgage guarantee, or building and loan business, or to authorize the Corporation to carry on the business of receiving deposits of money, bullion, or foreign coins, or of issuing bills, notes, or other evidence of debt for circulation as money.

ARTICLE III - Term of Existence

Section 3.01 - Period. The period during which the Corporation shall continue is perpetual.

ARTICLE IV - Principal Office and Resident Agent

Section 4.01 - Location. The post office address of the principal office of the Corporation is 532 Fayette Street, Hammond, Lake County, Indiana, and the name and post office address of its resident agent is C. Nick Potetz, 5405 Webster Street, Hammond, Lake County, Indiana.

ARTICLE V - Amount of Capital Stock

Section 5.01 - Amount. The total number of shares into which the authorized capital stock of the Corporation is divided is One Thousand (1000) shares of no par value per share.

ARTICLE VI - Terms of Capital Stock

Section 6.01 - Designation. The One Thousand (1000) shares of authorized capital stock of the Corporation of no par value per share shall be One (1) class known as "Capital Stock."

Section 6.02 - Issuance of Capital Stock. The capital stock of the Corporation may be issued, without right of pre-emption in shareholders, for cash or kind, and in payment of debts or services, at a valuation to be fixed and determined by the Board of Directors.

Section 6.03 - Dividends. The holders of the capital stock of the Corporation shall be entitled to share equally, share for share, in such dividends as may be declared from time to time by the Board of Directors out of the surplus

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earnings, or net profits, or surplus paid in cash, of the Corporation, provided that no dividends shall be paid if the Corporation is, or is thereby rendered, insolvent, or if the aggregate amount paid in on the shares of the capital stock of the Corporation, issued and outstanding, is thereby impaired.

Section 6.04 - Dissolution or Liquidating. In the event of any dissolution, liquidation or winding up of the Corporation, the net assets of the Corporation, remaining after payment of the debts of the Corporation, shall be distributed pro-rata among the holders of the outstanding capital stock of the Corporation (except treasury stock) according to the number of shares held by each.

Section 6.05 - Changes in Capital Stock. The Corporation reserves the right, subject to the voting requirements prefixed by law, to amend or change the provisions of this Article VI from time to time, and to increase the total amount of capital stock which may be issued by the Corporation over and above the amount of such stock authorized by Article V hereof, and to provide for the issuance of any other or additional class of stock.

ARTICLE VII - Voting Rights of Capital Stock

Section 7.01 - Voting. Every holder of the capital stock of the Corporation shall have the right, at every stockholders meeting, to One (1) vote for each share of stock standing in his name on the books of the Corporation.

ARTICLE VIII - Paid-In Capital

Section 8.01 - Amount. The amount of paid-in capital with which the Corporation is beginning business is \$1,000.00.

ARTICLE IX - Data Respecting Directors

Section 9.01 - Number. The first Board of Directors of the Corporation named in Article X of these Articles of Incorporation shall consist of three directors, who shall serve until the first annual meeting of shareholders. Subsequent to such first annual meeting, the number of directors of the Corporation shall be not less than three nor more than five, the exact number of directors to be specified, from time to time, by the Code of By-Laws. If and whenever the Code of By-Laws does not contain a provision

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specifying the number of directors, the number shall be three.

Section 9.02 - Qualification. Directors need not be shareholders of the Corporation. A majority of the directors at any time shall be citizens of the United States.

ARTICLE X - Further Data Respecting Directors

Section 10.01 - Names and Post Office Addresses. The names and post office addresses of the first board of directors of the Corporation are as follows:

C. Nick Potetz, 5405 Webster Street,
Hammond, Indiana

Charles Sizemore, 5405 Webster Street,
Hammond, Indiana

Margaret Plitt, 1441 Newman Avenue,
Lakewood, Ohio.

Section 10.02 - Citizenship. All of said directors are citizens of the United States.

ARTICLE XI - Data Respecting Incorporators

Section 11.01 - Names and Post Office Addresses. The name and address of the one and only incorporator of the Corporation is as follows:

C. Nick Potetz, 5405 Webster Street,
Hammond, Indiana.

Section 11.02 - Age and Citizenship. The one and only incorporator is of lawful age and such incorporator is a citizen of the United States.

ARTICLE XII - Provisions for Regulations of Business
and Conduct of Affairs of Corporation

Section 12.01 - Meetings of Shareholders. Meetings of the shareholders of the Corporation shall be held at such place, within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice, thereof.

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Section 12.02 - Meetings of Directors. Meetings of the directors of the Corporation shall be held at such place, within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice, thereof.

Section 12.03 - Quorum. At all meetings of shareholders, a majority of the shares of capital stock of the Corporation issued and outstanding, and represented in person or by proxy shall constitute a quorum for the transaction of business and at all meetings of the Board of Directors of the Corporation, a majority of the whole board shall be necessary to constitute a quorum for the transaction of business, except the filling of vacancies.

Section 12.04 - Code of By-Laws. The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, except in the case of fixing the number of directors, reserved to the shareholders under Section 9.01 hereof, to make, alter, amend or repeal the code of By-Laws of the Corporation, but the affirmative vote of a majority of the members of the Board of Directors, for the time being, shall be necessary to effect any alteration, amendment or repeal.

Section 12.05. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes notwithstanding the presence and participating of such director or directors at the meeting of the Board of Directors which acts upon, or in reference to, such contract or transactions, provided the fact of such interest is disclosed to the Board of Directors before action is taken on such contract or transaction, and provided, further, that this provision shall not be construed to invalidate any contract or transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 12.06 - Provisions for Working Capital. The Board of Directors of the Corporation shall have power, from time to time, to fix and determine and to vary the amount to be reserved as working capital of the Corporation, and, before a payment of any dividends or the making

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of any distribution of profits, it may set aside out of the net profits of the Corporation such sums or sum as it may, from time to time, in its absolute discretion, determine to be proper whether as a reserve fund to meet contingencies or for the equalization of dividends; or for repairing or maintaining any property of the Corporation, or for an addition to corporate surplus, or for any corporate purposes that the Board of Directors shall think conducive to the best interest of the Corporation.

Section 12.07 - Additional Powers of Directors. In addition to the powers and authorities hereinabove or by statute expressly conferred, the Board of Directors is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a corporation organized and existing under the provisions of the Act.

Section 12.08 - Indemnification of Directors, Officers and Employees.

The Corporation shall indemnify any person made a party to any action, suit, or proceedings by reason of the fact that he, his testator, or intestate, is or was a director, officer or employee of the Corporation, or of any corporation which he served as such at the request of the Corporation, against the reasonable expenses, including attorney's fees actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. The Corporation shall also reimburse to any such director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence, or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled apart from the provisions of this Section.

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Section 12.09 - Reliance by Directors of Books
of Account.

Each director of the Corporation shall be fully protected in relying in good faith upon the books of account of the Corporation or statements prepared by any of its officers and employees as to the value and amount of the assets, liabilities, and net profits of the Corporation or any of such items, or in relying in good faith upon any other information pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

Section 12.10 - Compensation of Directors. The Board of Directors is hereby authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

STATE OF INDIANA
LAKE COUNTY
RECORDER'S OFFICE

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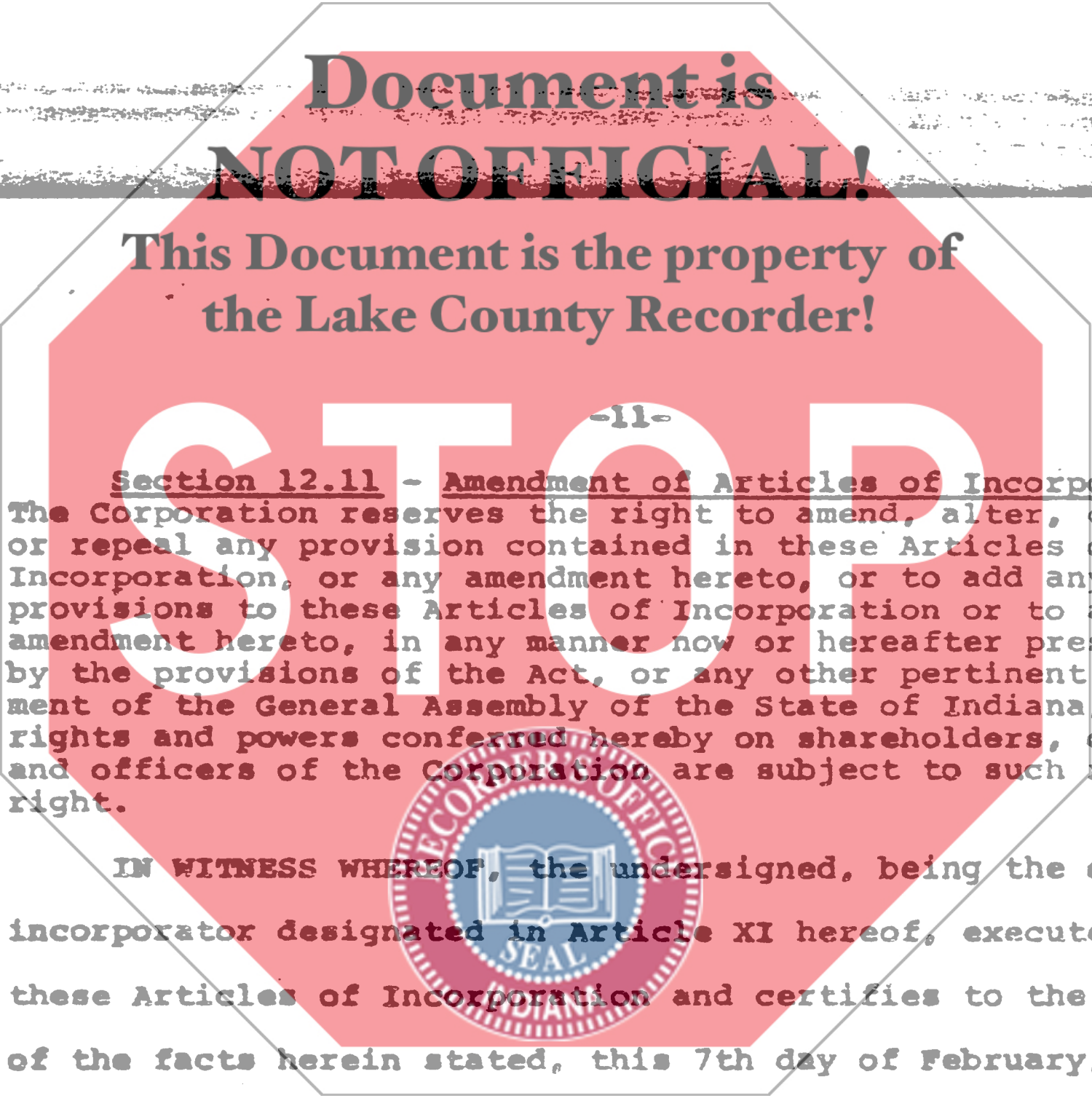
ANDREW J. WIDENKO
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Section 12.11 - Amendment of Articles of Incorporation.
The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provisions to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed by the provisions of the Act, or any other pertinent enactment of the General Assembly of the State of Indiana, and all rights and powers conferred hereby on shareholders, directors, and officers of the Corporation are subject to such reserved right.

IN WITNESS WHEREOF, the undersigned, being the only incorporator designated in Article XI hereof, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 7th day of February, 1969.

C. Nick Potetz
C. Nick Potetz

STATE OF INDIANA, COUNTY OF LAKE, SS:

I, the undersigned, a notary public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that C. Nick Potetz, being the only incorporator referred to in Article XI of the foregoing Articles of Incorporation, personally appeared before me, acknowledged the execution thereof, and swore to the truth of the facts therein contained.

WITNESS my hand and notarial seal this 7th day of February, 1969.

Patricia W. McIntyre
Patricia W. McIntyre, Notary Public

My Commission Expires:
March 17, 1971

This Instrument Prepared By: James K. Whitaker, Attorney at Law, 5231 Bohman Avenue, Hammond, Indiana