

**ARTICLES OF INCORPORATION
OF
FIT KIDS OF SOUTHWEST OKLAHOMA, INC.**

This is to certify that we, the undersigned, all being 18 years of age or older, hereby form a nonstick corporation, subject to the requirements of the general laws of the State of Oklahoma, as hereafter mentioned; and, to that end, we do, by these Articles of Incorporation, set forth as follows:

- The name of the Corporation is: Fit Kids of Southwest Oklahoma, Inc.

- The principal office of the Corporation shall be located at 707 NW 46th Street, Lawton, Oklahoma. Its registered agent is Janice Drewry, whose address is 707 NW 46th Street, Lawton, Oklahoma.
Said resident agent is a resident of Oklahoma.

- The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

- The purposes for which the corporation is formed are:
 - The Corporation is organized exclusively for education and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501 (c) (3) of the internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any to them, any property, real, personal or mixed, without limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income there from for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes of any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an “exempt organization” or for other than “exempt purposes” within the meaning of 501 (c) (3) of the Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the

federal income tax exemption of the corporation pursuant to 501 (c) (3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and , in general, to exercise any, all and every power for which non-profit corporation organized under the applicable provisions of the Code of Oklahoma for scientific, educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

- No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with 501 (H) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in position to, any candidate for public office. Not with standing any other provision of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income tax under 501 (c) (3) of the internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

- Included among the education and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of the Article 4 is to engage in any and all activities to promote good health and physical fitness.

- To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either along or in association with other corporations, firms, or individuals, and to do every other act or acts, things or things, incidental or appurtenant to or growing out of or connected with the a foresaid objections or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

- The Corporation shall have no members.

- The affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall not be less than (3); and the exact number shall be fixed by the bylaws of the Corporation. At or before each annual meeting of the Directors, they shall appoint such

Directors to manage the affairs of the Corporation for the ensuing year or until their successors are duly appointed as provided for in the Bylaws; and those Directors shall be appointed from nominations submitted pursuant to the provisions of the Bylaws.

• The following shall constitute the initial Directors who shall act until the first meeting of the Directors or until their successor are duly chosen and qualified, and the names of the persons who are to serve as the initial Directors are as follows:

Janice Drewry
Brenda Spencer-Ragland
George Benton Cooper, M.D.
Linda Dzialo

• Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, education, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used exclusively for public purposes as the Board of Directors shall determine.

• The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Oklahoma or of the United States.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, and severally acknowledge that same to be our act.

Date Janice Drewry 707 NW 46th Street, Lawton, OK 73505

Date Brenda Spencer-Ragland, 23566 State Hwy. 58, Lawton, OK 73507

Date George Benton Cooper, M.D., 577 NW Chosin Rd., Lawton, OK 73507

Date Linda Dzialo, 320 NW Ridgeview Way, Lawton, OK 73505