



State of Rhode Island and Providence Plantations
Department of State - Business Services Division
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

2017 JUN -6 AM 10: 22
 DEPARTMENT OF STATE
 PROVIDENCE, RI

Articles of Organization
Limited Liability Company
 Filing Fee: \$150.00

Pursuant to the provisions of RIGL 7-16, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

1. The name of the limited liability company is:		
Fitness Capital Ventures #3, LLC		
2. The name and address of the limited liability company's resident agent in Rhode Island is:		
Name Meghan Siket		
Street Address (<u>NOT</u> a P.O. Box) 100 Westminster St., Suite 710		
City/Town Providence	State RHODE ISLAND	Zip Code 02903
3. Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be treated for purposes of federal income taxation as (check ONE box):		
<input checked="" type="checkbox"/> a partnership or <input type="checkbox"/> a corporation or <input type="checkbox"/> disregarded as an entity separate from its member		
4. The address of the principal office of the limited liability company if it is determined at the time of organization:		
Street Address 4 Chapel View Blvd		
City/Town Cranston	State RI	Zip Code 02920
5. The limited liability company has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with RIGL 7-16, unless a more limited purpose or duration is set forth in Section 6 of these Articles of Organization.		

FILED ✓

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BY Ch 305280

10:22

6. Additional provisions, if any, not inconsistent with law, which the member(s) elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purpose(s) or duration for which the limited liability company is formed, and any other provision which may be included in an operating agreement:

Check this box to indicate attachment

7. The Limited Liability Company is to be managed by:

You MUST check one box:

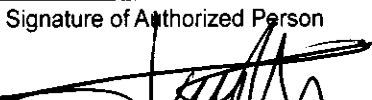
- Its member(s) (If you have checked this box, skip to Section 8. **Do not** fill out the chart below.)
- One (1) or more manager(s) (If the limited liability company has manager(s) at the time of the filing of these Articles of Organization, state the name and address of each manager below.)

MANAGER	BUSINESS ADDRESS

8. Date when these Articles of Organization will be effective: **CHECK ONLY ONE BOX**

- Date received (Upon filing)
- Later effective date (Date must be no more than 30 days from the day of filing) _____

Under penalty of perjury, I declare and affirm that I have examined these Articles of Organization, including any accompanying attachments, and that all statements contained herein are true and correct.

Name of Authorized Person Jay Michael Wagnon		Address 21 Echo Dr.	
City/Town New Milford	State CT	Zip Code 06776	
Signature of Authorized Person 			Date 6/6/17

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.



FITNESS CAPITAL VENTURES #2, LLC
4 CHAPEL VIEW BLVD.
CRANSTON, RI 02920
P 917.407.3330

June 6, 2017

VIA U.S. MAIL

Division of Business Services
Office of the Secretary of State of Rhode Island
148 W. River St.
Providence, RI 02904-2615

**Re: Letter of Consent to allow Conversion/Registration of Similarly-Named Entity
(Fitness Capital Ventures #3, LLC)**

Dear Sir/Madam,

Please accept this letter as our official consent to the conversion to a RI LLC/corporate registration of the following entity:

Fitness Capital Ventures #3, LLC

Fitness Capital Ventures #2, LLC currently operates a fitness facility in Cranston. This new entity, Fitness Capital Ventures #3, LLC (which is being converted from a MA LLC) will operate another fitness facility in the Providence area.

Thank you.

A handwritten signature in black ink, appearing to read "Jay Wagon", with a long horizontal line extending to the right.

Jay Wagon
Member
Fitness Capital Ventures #2, LLC



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

June 06, 2017 10:22 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

