

**Commonwealth of Kentucky**  
**Alison Lundergan Grimes, Secretary of State**

LAOO
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Alison Lundergan Grimes  
Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718  
(502) 564-3490  
<http://www.sos.ky.gov>

**Articles of Organization**  
**Limited Liability Company**

**KLC**

For the purposes of forming a limited liability company in Kentucky pursuant to KRS Chapter 275, the undersigned organizer hereby submits the following Articles of Organization to the Office of the Secretary of State for filing:

**Article I:** The name of the company is

**S&C Fitness III, LLC**

**Article II:** The street address of the company's initial registered office in Kentucky is

**185 Pavilion Pkwy, Newport, KY 41071**

and the name of the initial registered agent at that address is **S&C Fitness II, LLC**

**Article III:** The mailing address of the company's initial principal office is

**3136 Linwood Ave, Cincinnati, OH 45208**

**Article IV:** The limited liability company is to be managed by **Members**

**Article VI:** The effective date of this filing is **Monday, January 01, 2018**

Executed by the Organizer on Sunday, October 15, 2017

Name of Organizer: **Chase Whitehead**

Signature of individual signing on behalf of Organizer:  
**Chase Whitehead**

I, **S&C Fitness II, LLC**, consent to serve as the Registered Agent on behalf of the limited liability company.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

Chase Whitehead