



COMMONWEALTH OF KENTUCKY  
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

Division of Business Filings  
Business Filings  
PO Box 718  
Frankfort, KY 40602  
(502) 564-3490  
www.sos.ky.gov

Articles of Organization  
Limited Liability Company

KLC

Pursuant to KRS 14A and KRS 275, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the limited liability company is

Florence Barbell Club, LLC

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

15 Vine Street

Elsmere

KY

41018

Street Address Only (No Post Office Box Numbers)

City

State

Zip Code

and the name of the initial registered agent at that office is Kevin S. Sprecher, Esq.

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

15 Vine Street

Elsmere

KY

41018

Street Address or Post Office Box Number

City

State

Zip Code

Article IV: The limited liability company is to be managed by (must check one):

☐

A. a manager(s).

☒

B. its member(s).

Article V: This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective

date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is 3/1/12

(Delayed effective  
date and/or time)

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

*C Brian Frasure*  
Signature of Organizer

C Brian Frasure, Business Manager 2/23/12

Printed Name & Title

Date

*John D. Marcum*  
Signature of Organizer

John D. Marcum, Head Coach

2/23/12

Printed Name & Title

Date

I, Kevin S. Sprecher, Esq.

Print Name of Registered Agent

, consent to serve as the registered agent on behalf of the limited liability company.

*Kevin S. Sprecher Esq*  
Signature of Registered Agent

Kevin S. Sprecher, Esq.

Printed Name

Date

2/24/12

**FILING INSTRUCTIONS  
ARTICLES OF ORGANIZATION**

**NAME**

The limited liability company name must contain the words "limited liability company" or "limited company" or the abbreviation "LLC" or "LC." If you wish to abbreviate "limited company," you must use the abbreviation "LTD CO." A limited liability company name must be distinguishable from any name on record with the Office of the Secretary of State.

**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the business entity must be in Kentucky and maintain a street address (a PO Box is insufficient for the registered office address). In order to transact business in Kentucky, the registered agent shall be an individual resident of Kentucky, a Kentucky domestic corporation, a Kentucky domestic non-corporation, a Kentucky domestic limited liability company, a foreign corporation, a foreign non-corporation or a foreign limited liability company authorized to transact business in Kentucky. The registered agent is the individual or business designated to receive service of process in the event the business is party to a legal action. The company seeking formation shall not act as its own registered agent.

**CONSENT OF REGISTERED AGENT**

Unless the registered agent signs the certificate, the corporation must deliver with the certificate of authority, the registered agent's consent to the appointment. The registered agent must give written consent to act as agent on behalf of the corporation. If the registered agent is a corporation an officer or the chairman of the board of directors must sign on behalf of the corporation. If the registered agent is a limited liability company and management of the company is vested in one or more managers, a manager must sign on behalf of the limited liability company. If management of the company is vested in its members, a member must sign. The person signing on behalf of the business entity acting as agent must designate the title or capacity in which he or she signs.

**PRINCIPAL OFFICE ADDRESS**

The principal office is the office (in or out of this state) so designated in writing with the Office of the Secretary of State where the principal designated office of the business entity is located. This address is where all correspondence from the Office of the Secretary of State (See Document Delivery) will be mailed.

**DOCUMENT DELIVERY**

A file stamped postcard will be sent to the principal office address. If the applicant wishes for the document to be sent to an alternate address other than the principal office, a request must be submitted in writing affirming that request. Alternate address requests must be submitted with each document filed with the Office of the Secretary of State.

**MANAGEMENT**

"Manager(s)" means that the limited liability company has set forth in its articles of organization that it is to be managed by managers. "Member(s)" means the person(s) who have been admitted to membership in a limited liability company

**WHO MAY SIGN**

The document must be signed by an organizer.

**ADDITIONAL ARTICLES OF ORGANIZATION OR NEED TO MODIFY THE EXISTING FORM**

If this form does not comply with the articles of organization that you wish to file (ie: additional articles, signatures, etc.), please disregard this form and send a drafted executed copy of the articles of organization according to KRS 275 to the address below.

**NUMBER OF COPIES**

When filing online with the FastTrack system, no copies are required. If filing via mail or in person, one exact or conformed copy of the documents with the filing fee must be submitted to the address below. To make a copy of the filing for delivery to the local county clerk's office, visit [www.sos.ky.gov](http://www.sos.ky.gov) and print a copy from the organization search tool.

**EFFECTIVE DATE AND TIME**

The document will be effective on the date and time of filing, unless a delayed effective date and/or time is specified. The effective date or the delayed effective date cannot be prior to the date the application is filed. A delayed effective date may not be later than the 90<sup>th</sup> day after the date of filing.

**FILING FEE**

The filing fee for the document is \$40.00. Your check should be made payable to the "Kentucky State Treasurer."

**MAILING ADDRESS**

Alison Lundergan Grimes  
Office of the Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718

**OFFICE LOCATION**

Room 154, Capitol Building  
700 Capital Avenue  
Frankfort, KY 40601  
Hours of Operation: 8:00 AM-4:30 PM ET

**CONTACT INFORMATION AND NAME AVAILABILITY**

If you have any questions, need additional forms or wish to search for name availability, please feel free to visit our website at [www.sos.ky.gov](http://www.sos.ky.gov) or call 502-564-3490.

**FUTURE DOCUMENTATION REQUIREMENTS AND DEADLINES**

The business entity must file an **annual report** with the Secretary of State between January 1 and June 30 of the year following the calendar year in which the corporation was formed. Subsequent annual reports must be filed with the Secretary of State between January 1 and June 30 of the following calendar years. A **statement of change** of the registered agent and/or registered office address or principal office address must be filed with the Secretary of State whenever a change has occurred involving any of the above categories. Downloadable forms may be found on our website.



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**Certificate of Assumed Name**  
 (Domestic or Foreign Business Entity)

**ASN**

Pursuant to the provisions of KRS 365, the undersigned applies to assume a name and, for that purpose, submits the following statement:

- The assumed name is: CrossFit Y'All
- The name of the business entity (and in the case of general partnership, the partners) that is/are adopting the assumed name: Florence Barbell Club, LLC

Name must be identical to the name on record with the Secretary of State.)

3. The "real name" is (you must check one):

- |  |  |
|--|--|
| <input type="checkbox"/> a Domestic General Partnership                  | <input type="checkbox"/> a Foreign General Partnership           |
| <input type="checkbox"/> a Domestic Limited Liability Partnership        | <input type="checkbox"/> a Foreign Limited Liability Partnership |
| <input type="checkbox"/> a Domestic Limited Partnership                  | <input type="checkbox"/> a Foreign Limited Partnership           |
| <input type="checkbox"/> a Domestic Business Trust                       | <input type="checkbox"/> a Foreign Business Trust                |
| <input type="checkbox"/> a Domestic Corporation                          | <input type="checkbox"/> a Foreign Corporation                   |
| <input checked="" type="checkbox"/> a Domestic Limited Liability Company | <input type="checkbox"/> a Foreign Limited Liability Company     |

4. This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective cannot be prior to the date the application is filed. The date and/or time is 3/1/12.

(Delayed effective date  
and/or time)

5. The business is organized and existing in the state or country of Kentucky

6. The mailing address is:

<u>15 Vine Street</u>	<u>Elsmere</u>	<u>KY</u>	<u>~</u>
Street Address or Post Office Box Numbers	City	State	Zip

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.

<u>C Brian Frasure</u>	<u>C Brian Frasure</u>	<u>Business Manager</u>	<u>2/23/12</u>
Authorized Party Signature	Printed Name	Title	Date

## FILING INSTRUCTIONS CERTIFICATE OF ASSUMED NAME

### ASSUMED NAME

The certificate must state the assumed name under which business will be conducted or transacted. The assumed name must be a name that is distinguishable upon the records of the Secretary of State from any other name filed and on record with the Secretary of State. A separate certificate must be filed for each assumed name that is being adopted by the business.

KRS 365.015(3) requires the certificate of assumed name for an *individual (sole proprietorship)* to be filed with the county clerk where the person is deemed a resident for the purposes of and under the provisions of KRS Chapter 355. An assumed name registration is effective for a term of five (5) years from the date it is filed with the Secretary of State and may be renewed for a successive term upon filing a renewal certificate. A renewal certificate must be filed with the Secretary of State within six (6) months prior to the expiration date. A renewal certificate filed with the Secretary of State renews the assumed name for a five-year term. The business entity should arrange its own reminder of the renewal deadline, since the Secretary of State is not required to send renewal certificates. Any certificate of assumed name in effect on July 15, 1998, shall continue in effect for five (5) years and may be renewed by filing a renewal certificate with the Secretary of State.

### REAL NAME

The real name" is defined as follows:

- The real name of a Domestic General Partnership is the name that includes the real name of each general partner;
- The real name of a Domestic Registered Limited Liability Partnership is the name stated in its statement of registered limited liability partnership filed pursuant to KRS Chapter 362;
- The real name of a Domestic Limited Partnership is the name stated in its Certificate of Limited Partnership filed pursuant to KRS 362;
- The real name of a Domestic Business Trust is the name set forth in its Declaration of Trust;
- The real name of a Domestic Corporation is the name set forth in its Articles of Incorporation;
- The real name of a Domestic Limited Liability Company is the name set forth in its Articles of Organization;
- The real name of a Foreign General or Limited Partnership and of a Foreign Business Trust is the name recognized by the laws of the foreign state under which it is formed as being the real name or the fictitious name adopted for use in this state;
- The real name of a Foreign Limited Liability Partnership is the name stated in its statement of foreign qualification filed pursuant to KRS 362.1
- The real name of a Foreign Corporation is the name set forth in its Articles of Incorporation or the fictitious name adopted for use in this state under KRS 271B.15-060; or
- The real name of a Foreign Limited Liability Company is the name set forth in its articles of organization or the fictitious name adopted for use in this state under KRS 275.410.

### DOCUMENT DELIVERY

A file stamped postcard will be sent to the mailing office address. If the applicant wishes for the document to be sent to an alternate address other than the mailing office, a request must be submitted in writing affirming that request. Alternate address requests must be submitted with each document filed with the Office of the Secretary of State.

### EFFECTIVE DATE AND TIME/DELAYED EFFECTIVE DATE AND TIME

The document will be effective on the date and time of filing, unless a delayed effective date and/or time is specified. The effective date or the delayed effective date cannot be prior to the date the application is filed. A delayed effective date may not be later than the 90<sup>th</sup> day after the date of filing.

### WHO MAY SIGN

The document must be signed by:

- at least one partner authorized to do so by the partners of a Domestic or Foreign General Partnership;
- at least one partner authorized to do so by the partners of a Domestic or Foreign Registered Limited Liability Partnership;
- a general partner of a Domestic or Foreign Limited Partnership;
- the trustees of a Domestic or Foreign Business Trust;
- any person authorized to act for the Domestic or Foreign Corporation; or
- a member or manager authorized to act for the Domestic or Foreign Limited Liability Company.

### DOCUMENT DELIVERY

All documents will be sent to the return address on the outer envelope. If no address is found, the documents will be sent to the mailing office. If the applicant wishes for correspondence from the Office of the Secretary of State to be sent to someone other than those above, a request must be submitted in writing affirming that request. All other communication and notification shall follow the process prescribed in Kentucky Revised Statute.

### NUMBER OF COPIES

If filing via mail or in person, one exact or conformed copy of the documents with the filing fee must be submitted to the address below. To make a copy of the filing for delivery to the local county clerk's office, visit [www.sos.ky.gov](http://www.sos.ky.gov) and print a copy from the organization search tool.

### FILING FEE

The filing fee for this document is \$20.00. Checks should be made payable to the "Kentucky State Treasurer."

### MAILING ADDRESS

Alison Lundergan Grimes  
Office of the Secretary of State  
PO Box 718  
Frankfort, KY 40602-0718

### OFFICE LOCATION

Room 154, Capitol Building  
700 Capital Avenue  
Frankfort, KY 40601  
Hours of Operation: 8:00 AM-4:30 PM ET

### CONTACT INFORMATION

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