

**ARTICLES OF ORGANIZATION OF
BLUECHIP FITNESS, LLC**

The undersigned organizer hereby executes these Articles of Organization for the purpose of forming and does hereby form a limited liability company pursuant to KRS 14A and KRS 275 of the Commonwealth of Kentucky in accordance with the following provisions:

**ARTICLE I
NAME**

The name of the limited liability company is “**Bluechip Fitness, LLC.**”

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the initial principal office of the limited liability company in the Commonwealth of Kentucky is 3218 Poplar View Drive, Louisville, Kentucky 40251.

**ARTICLE III
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the limited liability company in the Commonwealth of Kentucky is 6008 Brownsboro Park Boulevard, Suite H, Louisville, Kentucky 40207, and the initial registered agent at that address is McClain DeWees, PLLC, c/o Michael W. McClain, Esq.

**ARTICLE IV
MANAGEMENT**

The affairs of the limited liability company are to be managed by its sole member, **Winston G. Bennett, III.**

/s/ Winston G. Bennett, III

Winston G. Bennett, III

EXECUTED AND ACKNOWLEDGED by the undersigned this 27th day of November, 2017.

/s/ Michael W. McClain

Michael W. McClain, Organizer

CONSENT OF REGISTERED AGENT

The undersigned hereby consents to serve as the initial registered agent on behalf of Bluechip Fitness, LLC, as of this 27th day of November, 2017.

/s/ Michael W. McClain
Michael W. McClain, Esq.
McClain DeWees, PLLC
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Registered Agent