

TRADEMARK ASSIGNMENT COVER SHEET

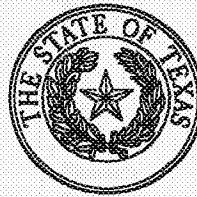
Electronic Version v1.1
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ETAS ID: TM348799

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Entity Conversion and Change of Name		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Spectrum Clubs, Inc.		06/30/2015	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Bay Club Los Angeles Holdings, Inc.		
Street Address:	1 Lombard Street		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94111		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4032835	WE TAKE YOUR FITNESS PERSONALLY.	
Registration Number:	4527918	ULTIMATE CROSS TRAINING S	
Registration Number:	4486547	ULTIMATE CROSS TRAINING	
CORRESPONDENCE DATA			
Fax Number:	3032230942		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(303) 223-1142		
Email:	eholmes@bhfs.com		
Correspondent Name:	Emily C. Holmes		
Address Line 1:	410 Seventeenth Street, Suite 2200		
Address Line 4:	Denver, COLORADO 80202		
ATTORNEY DOCKET NUMBER:	012059.0007		
NAME OF SUBMITTER:	Emily C. Holmes		
SIGNATURE:	/emilyholmes/		
DATE SIGNED:	07/21/2015		
Total Attachments: 10			
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Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Spectrum Clubs, Inc.
File Number: 154126900

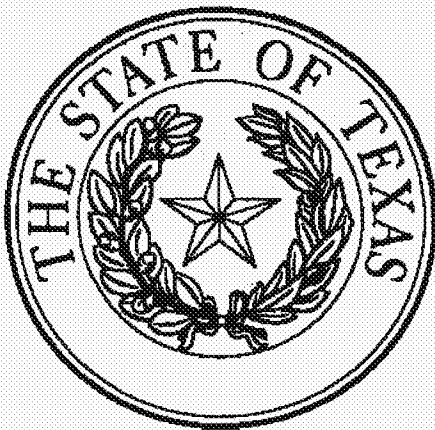
Converting it to

Bay Club Los Angeles Holdings, Inc.
File Number: [Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 06/30/2015

Effective: 06/30/2015



A handwritten signature in black ink, appearing to read "Cascos" followed by a horizontal line.

Carlos H. Cascos
Secretary of State

**Certificate of Conversion
of a
Domestic Corporation Converting
to a
Foreign Corporation**

Converting Entity Information

**FILED
In the Office of the
Secretary of State of Texas
JUN 30 2015
Corporations Section**

The name of the converting corporation is: Spectrum Clubs, Inc.

The jurisdiction of formation of the corporation is: Texas

The date of formation of the corporation is: December 27, 1996

The file number, if any, issued to the corporation by the secretary of state, is: 154126900

Plan of Conversion – Alternative Statements

The domestic corporation named above is converting to a to a foreign corporation. The name of the foreign corporation is: Bay Club Los Angeles Holdings, Inc.

The foreign corporation will be formed under the laws of: Delaware

Instead of attaching the plan of conversion, the corporation certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is:

1 Lombard Street
San Francisco, CA 94111

A signed plan of conversion will be on file after the conversion at the principal place of business of the foreign corporation. The address of the principal place of business of the foreign corporation is:

1 Lombard Street
San Francisco, CA 94111

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing

This document becomes effective when the document is accepted and filed by the secretary of state.

Tax Certificate

In lieu of providing the tax certificate, the corporation as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: June 30, 2015

Spectrum Clubs, Inc.



Christopher Reiss
Chief Operating Officer and
Secretary

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "BAY CLUB LOS ANGELES HOLDINGS, INC." FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2015, AT 6:14 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5777194 8100V

150995793




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2517459

DATE: 06-30-15

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005583 FRAME: 0403

**CERTIFICATE OF INCORPORATION
OF
BAY CLUB LOS ANGELES HOLDINGS, INC.**

The undersigned, a natural person (the "Sole Incorporator"), for the purpose of organizing a corporation to conduct business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the Delaware General Corporation Law (the "DGCL") hereby certifies that:

I.

The name of the corporation is Bay Club Los Angeles Holdings, Inc. (the "Corporation").

II.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the DGCL.

III.

The address of the registered office of the Company in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle 19808. The name of its registered agent at such address is Corporation Service Company.

IV.

The Corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is one hundred (100), each having a par value of \$0.01.

V.

The number of directors that shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation.

VI.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend or rescind the Bylaws of the Corporation.

VII.

Election of directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall so provide.

VIII.

The Corporation reserves the right to amend or repeal any provisions contained in this Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred upon stockholders and directors are granted subject to such reservation.

IX.

No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided that this Article IX shall not eliminate or limit the liability of a director (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which such director derived any improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended. No amendment to or repeal of this Article IX shall adversely affect any right or protection of any director of the Corporation existing at the time of such amendment or repeal for or with respect to acts or omissions of such director prior to such amendment or repeal.

X.

A. Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person. The Corporation shall be required to indemnify or make advances to a person in connection with a Proceeding (or part thereof) initiated by such person only if the Proceeding (or part thereof) was authorized by the Board of Directors.

B. Prepayment of Expenses. The Corporation shall, to the fullest extent not prohibited by law, pay the expenses (including attorneys' fees) incurred by a director or officer in defending any Proceeding in advance of its final disposition, provided, however, that the payment of expenses incurred by a director or officer in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should be ultimately determined that the director or officer is not entitled to be indemnified under this Article X or otherwise.

C. Claims. If a claim for indemnification or payment of expenses under this Article X is not paid in full within 60 days after a written claim therefor has been received by the Corporation, the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action, the Corporation shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.

D. Non-Exclusivity of Rights. The rights conferred on any person by this Article X shall not be exclusive of any other rights that such person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, the Bylaws, agreement, vote of stockholders or resolution of disinterested directors or otherwise.

E. Other Indemnification. The Corporation's obligation, if any, to indemnify or advance expenses to any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or nonprofit entity.

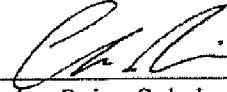
F. Indemnification of Other Persons. This Article X shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than those persons identified in Section A and Section B of this Article X when and as authorized by a majority of the entire Board of Directors (without regard to vacancies) or by the action of a committee of the Board of Directors or designated officers of the Corporation established by or designated in resolutions approved by a majority of the entire Board of Directors (without regard to vacancies); provided, however, that the payment of expenses incurred by such a person in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by such person to repay all amounts advanced if it should be ultimately determined that such person is not entitled to be indemnified under this Article X or otherwise.

XI.

The Corporation expressly elects not to be governed by Section 203 of the DGCL.

[Signature page follows]

IN WITNESS WHEREOF, this Certificate of Incorporation has been subscribed this 30th day of June, 2015, by the undersigned who affirms that the statements made herein are true and correct.



Christopher Reiss, Sole Incorporator
1 Lombard Street
San Francisco, CA 94111

[Signature Page to Certificate of Incorporation (Bay Club Los Angeles Holdings, Inc.)]

TRADEMARK
REEL: 005583 FRAME: 0407

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS CORPORATION UNDER THE NAME OF "SPECTRUM CLUBS, INC." TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "SPECTRUM CLUBS, INC." TO "BAY CLUB LOS ANGELES HOLDINGS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2015, AT 6:14 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5777194 8100V

150995793



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2517459

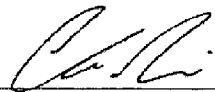
DATE: 06-30-15

TRADEMARK
REEL: 005583 FRAME: 0408

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is
Texas
- 2.) The jurisdiction immediately prior to filing this Certificate is Texas
- 3.) The date the Non-Delaware Corporation first formed is December 27, 1996
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this
Certificate is Spectrum Clubs, Inc.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is
Bay Club Los Angeles Holdings, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf
of the converting Non-Delaware Corporation have executed this Certificate on the
30th day of June, A.D. 2015

By: 

Name: Christopher Reiss
Print or Type

Title: COO and Secretary
Print or Type