

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM450000

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Life Time Fitness, Inc.		07/05/2017	Corporation: MINNESOTA
RECEIVING PARTY DATA			
Name:	Life Time, Inc.		
Street Address:	2902 Corporate Place		
City:	Chanhassen		
State/Country:	MINNESOTA		
Postal Code:	55317		
Entity Type:	Corporation: MINNESOTA		
PROPERTY NUMBERS Total: 30			
Property Type	Number	Word Mark	
Serial Number:	87422037	CD COMMITMENT DAY	
Serial Number:	87320831	LIFESPA	
Registration Number:	5280407		
Registration Number:	5139793	ATHLINKS	
Registration Number:	4642800	LEADERBOARD HUB	
Registration Number:	4856243	ABOXABOVE TOURNAMENT	
Registration Number:	5101038	LIFE TIME	
Registration Number:	5096204	LIFE TIME	
Registration Number:	5061845	· ULTIMATE · HOOPS	
Registration Number:	4537159	SHAPE MEDICAL	
Registration Number:	4537158	SHAPE WELLNESS CENTER	
Registration Number:	4925269	LIFESPA	
Registration Number:	4822206	KNOW IT. NOURISH IT. MOVE IT.	
Registration Number:	4669612	LIFECAFE	
Registration Number:	4368422		
Registration Number:	4368421	A BOX ABOVE	
Registration Number:	4198299	LIFE TIME ATHLETIC	
Registration Number:	4234897	MYHEALTHSCORE	
Registration Number:	4298537	MYHEALTHCHECK	

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Property Type	Number	Word Mark
Registration Number:	3554618	LIFE LAB
Registration Number:	2991412	LIFE TIME FITNESS
Registration Number:	2802101	LEANSOURCE
Registration Number:	2689399	LIFE TIME FITNESS
Registration Number:	2628260	
Registration Number:	2628259	
Registration Number:	2628257	
Registration Number:	2621307	
Registration Number:	2544873	EXPERIENCE LIFE
Registration Number:	2413208	MINNEAPOLIS LIFE TIME ATHLETIC CLUB
Registration Number:	2140172	LIFE TIME FITNESS

CORRESPONDENCE DATA

Fax Number: 6127661600

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.

Phone: 6127667000

Email: tmmpls@faegrebd.com

Correspondent Name: Dianna Gould/Sarah House

Address Line 1: 90 South Seventh Street

Address Line 2: 2200 Wells Fargo Center

Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	454192.32
NAME OF SUBMITTER:	Sarah M. House
SIGNATURE:	/Sarah M House/
DATE SIGNED:	11/07/2017

Total Attachments: 4

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
LIFE TIME FITNESS, INC.**

These Second Amended and Restated Articles of Incorporation of Life Time Fitness, Inc. (the "Company"), dated July 5, 2017, amend, restate and supersede the Amended and Restated Articles of Incorporation of the Company dated June 10, 2015, and all prior restatements thereof and amendments thereto in their entirety. These Second Amended and Restated Articles of Incorporation have been duly adopted by the Board of Directors and the shareholder of the Company in accordance with the provisions of the Minnesota Statutes, Section 302A.135.

ARTICLE I

The name of the Company is "Life Time, Inc."

ARTICLE II

The address of the Company's registered office in Minnesota is 1010 Dale Street North, St. Paul, MN 55117-5603. The name of its registered agent is C T Corporation System Inc.

ARTICLE III

The aggregate number of shares of stock which the Company shall have authority to issue is One Thousand (1,000) shares, all of which shall be designated common stock, \$0.01 par value (the "Common Stock"). Each holder of Common Stock shall be entitled to one vote for each share held, and shall be entitled to such other rights and privileges as may be required by law or set forth, from time to time, in the Bylaws of the Company.

ARTICLE IV

No shareholder of the Company shall have any cumulative voting rights.

ARTICLE V

No shareholder of the Company shall have any preemptive rights by virtue of Section 302A.413 of the Minnesota Statutes (or similar provisions of future law) to subscribe for, purchase or acquire any shares of the Company of any class, whether unissued or now or hereafter authorized, or any obligations or other securities convertible into or exchangeable for any such shares.

ARTICLE VI

Any action required or permitted to be taken at a meeting of the Board of Directors of the Company may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take such action at a meeting of the Board of Directors at which all directors are present.

ARTICLE VII

Any action required or permitted to be taken at a meeting of the shareholders of the Company may be taken by written action signed, or consented to by authenticated electronic communication, by the number of shareholders that would be required to take such action at a meeting of the shareholders at which all shareholders are present.

ARTICLE VIII

No director of the Company shall be personally liable to the Company or its shareholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this Article VIII shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 302A.559 or Section 80A.76 of the Minnesota Statutes, as amended, (iv) for any transaction from which the director derived an improper personal benefit, or (v) for any act or omission occurring prior to the effective date of this Article VIII. If Section 302A of the Minnesota Statutes is hereinafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Company in addition to the limitation and elimination of personal liability provided herein, shall be eliminated or limited to the fullest extent permitted by the Minnesota Statutes, as so amended. No amendment to or repeal of this Article VIII shall apply to, or have any effect on, the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE IX

The Company shall indemnify its officers and directors to the fullest extent permissible under the provisions of Chapter 302A of the Minnesota Statutes, as amended from time to time, or as required or permitted by other provisions of law. Any repeal or modification of this Article IX will be prospective only and will not adversely affect any right to indemnification of a director or officer of the Company existing at the time of such repeal or modification.

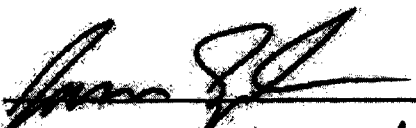
ARTICLE X

Shares of the Company acquired by the Company shall become authorized but unissued shares and may be reissued as provided in these Second Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand on this 5th day of July, 2017.

Life Time Fitness, Inc.

By


Its VP, Deputy General Counsel
Secretary

[Signature Page to Second Amended and Restated Articles of Incorporation]



Work Item 956647000040
Original File Number 6U-412

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
07/06/2017 11:59 PM

A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State