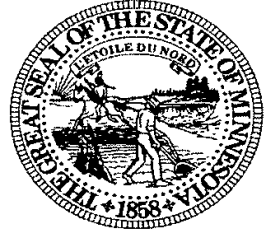


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Office of the Minnesota Secretary of State
Minnesota Public Benefit Corporation / Annual Benefit Report
Minnesota Statutes, Chapter 304A



Read the instructions before completing this form
Must be filed by March 31
Filing Fee: \$55 for expedited service in-person, \$35 if submitted by mail

The Annual Benefit Report covers the 12 month period ending on December 31 of the previous year.
Notice: Failure to file this form by March 31 of this year will result in the revocation of the corporation's public benefit status without further notice from the Secretary of State, pursuant to Minnesota Statutes, Section 304A.301

1. Corporate Name: (Required) Element Boxing and Fitness, SBC

2. The public benefit corporation's board of directors has reviewed and approved this report.

3. In the field below, enter the information required by section 304A.301 subd. 2 or 3 for the period covered by this report, (see instructions for further information): Note: Use additional sheets if needed. (Required)

4. I, the undersigned, certify that I am the chief executive officer of this public benefit corporation. I further certify that I have signed this document no more than 30 days before the document is delivered to the secretary of state for filing, and that this document is current when signed. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Dalton Outlaw
Signature of Public Benefit Corporation's Chief Executive Officer

03/15/17
Date (Must be dated within 30 days before the report is delivered to the Secretary of State for Filing)

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

dalton@elementgym.org

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

Dalton Outlaw 651 757-6731
Contact Name Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?
Yes No

**MINNESOTA PUBLIC BENEFIT CORPORATION
ANNUAL BENEFIT REPORT OF
ELEMENT BOXING AND FITNESS, SBC**

Pursuant to Minn. Stat. 304A.301, the undersigned hereby swears to the veracity of the information herein, and submits the following as its Annual Benefit Report for 2016:

1. Corporate Name: ELEMENT BOXING AND FITNESS, SBC (the "Corporation")
2. The public benefit corporation's board of directors has reviewed and approved this report.

3. Pursuant to Minn. Stat. 304A.301, subd. 2, the annual benefit report is based on the Corporation's stated public benefit as listed in Article 2 of its Articles of Incorporation, which is: ("To create, and provide access to, exercise programs to keep youth and adults in the Saint Paul community active") (the "Benefit"). The narrative description of the Corporation's activities is as follows:

- a. The Corporation pursued and created the Benefit by [Creating and implementing a Competitive Boxing training class for the community, this class started 2 months ago and has been a consistently popular class for youth and adults who are advancing in their technique of boxing. We have an average of 100 participants on a weekly that come to learn the art of boxing and experience training like a professional. This class is year round and we expect higher numbers in the summer time.

In December 2016, Element Boxing and Fitness, SBC developed and started a gym-class for a local alternative high school of more than 50 students. Students walk a quarter-mile from school at 2:00pm to participate in gym activities at our gym facility. This class is popular with students and teachers, due to the fact they don't have a gym at their facility. This class will last through June when school ends but will start back up in fall of 2017.

January 2017, Element started working with Bellum Brazilian Jujitsu a Marital Arts form that offers programs for both children and adults. Since opening the programs have slowly increased enrollment from 0-15 students currently. We expect numbers to continue to increase through this year as we are still building awareness of the program.

Element Boxing and Fitness, SBC partners with other fitness/training professionals that share space and offer a variety of training services to both youth and adults. These partnerships help us serve thousands of community members on a yearly basis.]

4. I, the undersigned, certify that I am the chief executive officer of this public benefit corporation. I further certify that I have signed this document no more than thirty (30) days before the document is delivered to the secretary of state for filing, and that this

document is current when signed. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

5. This entity does not own, lease, or have any financial in agricultural land or land capable of being farmed.

Dated: 03/15/17

Dalton Outlaw

Dalton Outlaw
Chief Executive Officer

Please contact the following drafter of this document with any questions:

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Email: graham@contracts.mn



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OFFICE OF THE SECRETARY OF STATE
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03/21/2017 11:59 PM

Steve Simon

Steve Simon
Secretary of State