

EXHIBIT A

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on November 29, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CERTIFICATE OF INCORPORATION, NONPROFIT
(Under §402 of the New York Not-for-Profit Corporation Law)

TEAM U, INC.
(A New York Nonprofit Corporation)

This is to Certify that, there is hereby organized a not for profit corporation under and by virtue of the above noted statute of the New York Not-For-Profit Corporation Law.

(1) Corporate Name: Team U, Inc. ("Corporation")

(2) PURPOSE: This Corporation has been organized as a Type B corporation as defined in §201 of the Not-for-Profit-Corporation Law ("N-PCL"), to provide the community with charity, funding and events for educational, charitable, and religious purposes. The Corporation has not been formed for any pecuniary profit or financial gain, for which a corporation may be formed under the N-PCL, and no part of the assets, income or profit of which is distributable to, or ensures to the benefit of, its members, directors or officers except to the extent permitted under the N-PCL.

This Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to, or enures to the benefit of, its members, directors or officers except to the extent permitted under the New York Not-For-Profit Corporation Law. Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax pursuant to IRC 501(c)(3) or corresponding provisions of any subsequent law.

The purposes for which the Corporation is formed are (a) to promote fitness and a healthy lifestyle by recruiting athletic participation through sports, recreational events and other fitness and health related activities; (b) To organize and fund events, lectures, publications, and other significant activities to place said people on the path to living a healthy and globally responsible lifestyle; and (c) to fundraise and make contributions for other charitable, educational and religious organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

In addition to the foregoing corporate purposes, the Corporation shall have all of the general powers set forth in §202 of the Not-for-Profit Corporation Law, together with the power to solicit and receive grants, bequests, and contributions for the corporate purposes.

(3) The Corporation shall have no members.

(4) The Corporation shall be governed by a board of directors, the number of which shall be no less than three. The names and addresses of the initial board of directors until the organizational meeting are:

Joseph Benun 34 West 33rd Street, 2nd Floor
New York, NY 10001

Monique Benun 5 Ross Court
Oakhurst, NJ 07755

Aaron Himelman 41 Valley Forge Drive
East Brunswick, NJ 08816

(5) The office of the Corporation shall be located in New York County, State of New York.

(6) The Corporation designates the Secretary of State of the State of New York as its agent upon whom process against the Corporation may be served. The address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is as follows:

34 WEST 33RD STREET, 2ND FLOOR
NEW YORK, NY 10001

(7) Nothing contained in this certificate shall authorize or empower the Corporation to perform or engage in any act or practice prohibited by Section 340 of the General Business Law or other anti-monopoly statute of the State of New York.

(8) The duration of the corporation shall be perpetual.

(9) In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

(10) This Certificate of incorporation shall be effective on the date subsequent to the date of filing, the effective date of the certificate. The filing shall be conclusive evidence that all conditions precedent required to be performed by the incorporators have been complied with and, after the corporate existence has begun, that the corporation has been incorporated under this act, except as against this State in a proceeding to cancel or revoke the certificate of incorporation or for voluntary dissolution of the corporation.

(11) In any year in which the organization is a private foundation as described in Section 509(a) of the Internal Revenue Code of 1986, the organization shall distribute its income for said period

in such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain an excess business holdings as defined in Section 4943(c), (c) make any investments in such a manner as to subject the organization to tax under Section 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal Tax laws.

(12) No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

(13) No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(14) The incorporators of the Corporation are all United States citizens over the age of 18, and are listed below along with their addresses of residence, and are heretofore, undersigned, in this certificate of incorporation, for the purpose of incorporating the Corporation:

In Witness whereof, this Certificate of Incorporation has been subscribed this 2nd day of August, 2012, by the undersigned who affirmed that the statements made herein are true under the penalties of perjury.

JOSEPH BENUN
Joseph Benun
Incorporator

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Certificate of Incorporation, Not For Profit
(Under §402 of the New York Not-for-Profit Corporation Law)

TEAM U, INC.
(A New York Not For Profit Corporation)

Filed By: Joseph Benun

34 WEST 33RD STREET, 2ND FLOOR
NEW YORK, NY 10001

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 28 2012
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BY: *par*

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