

Delaware

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The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "VENTURE FOR AMERICA, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF MARCH, A.D. 2010, AT 2:39 O'CLOCK P.M.

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

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7844246

DATE: 03-03-10

CERTIFICATE OF INCORPORATION

OF

VENTURE FOR AMERICA, INC.

I, the undersigned, a citizen of the United States of America, being a natural person of at least the age of eighteen years, for the purpose of forming a non-stock, non-profit corporation pursuant to the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation is the VENTURE FOR AMERICA, INC. (hereinafter referred to as the "Corporation").

SECOND: The Corporation is not organized for profit and shall not have authority to issue any capital stock.

THIRD: The Corporation is formed and shall be operated exclusively for charitable, religious, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals, all within the meaning of I.R.C. Sections 170(c)(2)(B) and 501(c)(3):

(1) by operating directly for the active conduct of activities constituting these charitable, religious, scientific, literary, educational, or prevention of cruelty purposes; and

(2) by making distributions to other organizations or individuals in the United States or abroad for use, by the distributees, in support of such purposes.

The Corporation may engage in any and all lawful activities incidental to and in pursuit of the foregoing purposes, including the solicitation of funds, except as restricted herein.

FOURTH: Notwithstanding any other provision herein, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation (i) which is exempt from Federal income taxation under I.R.C. Section 501(a) as an organization described in I.R.C. Section 501(c)(3) or (ii) contributions to which are deductible under I.R.C. Sections 170(b)(1), 170(c)(2), 2055(a)(2) and 2522(a).

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof, and no director or officer of the Corporation nor any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution.

SIXTH: Upon the dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for the application of the remaining assets and property of the Corporation to accomplish the educational and charitable purposes of the Corporation or for the distribution of all of the remaining assets and property of the Corporation to one or more organizations (i) which then qualify for exemption under the provisions of I.R.C. Section 501(a) as organizations described in I.R.C. Sections 501(c)(3) and 509(a)(1)-(3) and the regulations thereunder and (ii) contributions to which then are deductible under I.R.C. Section 170(c)(2) and the regulations thereunder as the Board of Directors may determine. Any of such assets not so distributed within a reasonable period of time after the dissolution of the Corporation shall be disposed of in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation last was located, exclusively in such manner as in the judgment of such court would accomplish the purposes for which the Corporation was formed.

SEVENTH: The Corporation is organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals, qualifying it for exemption from taxation under I.R.C. Sections 501(a) and 501(c)(3). Except as may otherwise be permitted by any provision of the Internal Revenue Code as now in effect or hereafter amended to organizations exempt from tax under I.R.C. Sections 501(a) and 501(c)(3) and the corresponding laws of the State of Delaware, no part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and no part of the activities of the Corporation shall be participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

EIGHTH: All references herein to "I.R.C. Section" are to provisions of the Internal Revenue Code of 1986, and shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue Laws).

NINTH: No director or officer of the Corporation shall be held personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director or officer. Directors and officers may still be held personally liable to the Corporation (i) for any breach of the duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which a personal benefit was derived. If the Delaware General Corporation Law 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 Delaware General Corporation Law, as so amended. Any repeal or modification of the foregoing by the directors of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

TENTH: The registered office of the Corporation in the State of Delaware is to be located at United Corporate Services, Inc., 874 Walker Road, Suite C, Dover, County of Kent, Delaware 19904. The name of its registered agent at such address is to be United Corporate Services, Inc.

ELEVENTH: The conditions of membership in the Corporation shall be as stated in the By-Laws of the Corporation.

TWELFTH: The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Joanne Arnold	1740 Broadway Third Floor New York, New York 10019

THIRTEENTH: The name and mailing address of the director are as follows:

<u>Name</u>	<u>Address</u>
Andrew Yang	393 West 49 th Street Apt. 5EE New York, New York 10019

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation this 2nd day of March, 2010.

/s/ Joanne BL Arnold
Joanne BL Arnold
Incorporator