

**ARTICLES OF INCORPORATION
OF
TEAM HOYT V.B.**

To form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended (the "Virginia Nonstock Corporation Act"), the undersigned sets forth the following:

ARTICLE I

NAME

The name of the corporation is Team Hoyt V.B. (the "Corporation").

ARTICLE II

PURPOSE

The Corporation is organized exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, of 1986, as amended (the "Code"). The primary purpose of the Corporation is to engage in the promotion of any educational, scientific and charitable purpose permitted by law.

In addition the Corporation shall:

- (a) have all of the powers of a not-for-profit corporation as provided in the Virginia Nonstock Corporation Act under which this Corporation is organized; and
- (b) be authorized to perform any other educational, scientific and charitable activities either within or without the Commonwealth of Virginia, including, without limitation, the making of distributions to organizations that qualify as exempt organizations under the Code.

The powers and purposes in these Articles of Incorporation shall not be deemed to exclude in any way or limit by inference any powers or purposes granted to the Corporation by the laws of the commonwealth of Virginia, now or subsequently in effect, or implied by any reasonable construction of such laws.

ARTICLE III
DISTRIBUTIONS AND ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its incorporators, 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 II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including any publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV
NONSTOCK

In compliance with § 13.1-814 of the Code of Virginia, the Corporation shall not have the authority to issue shares of stock. No dividend shall be paid out and no part of the income of the Corporation shall be distributed to its directors or officers, except that the Corporation may pay compensation in a reasonable amount to its directors or officers for services rendered.

ARTICLE V**MEMBERS**

The Corporation shall have no members. All voting power, including without limitation the power to vote on amending these Articles of Incorporation, shall be vested in the Board of Directors.

ARTICLE VI**DIRECTORS**

The initial members of the Board of Directors (the "Board") shall be:

Allen Hardin White, III

Michael Mather

Virginia Z. Cohen

The initial directors shall appoint additional directors as provided in the Bylaws and the Board shall be self-perpetuating thereafter. The number of directors and all matters pertaining to the constitution of the Board and the proceedings thereof shall be as provided in the Bylaws. Except as otherwise provided by law, the power and authority to conduct the business and affairs of the Corporation shall be vested solely in the Board. Without limiting the generality of the foregoing, the majority of the Board holding office at the time shall have the power to authorize the sale, lease, mortgage or other disposition of all or any portion of the assets of the Corporation.

ARTICLE VII**CONFLICT OF INTEREST**

No part of the funds or assets of the Corporation shall be used to furnish goods, services, or facilities, or to further any other acts of "self-dealing" as defined in Section 4941(d) of the Code, either directly or indirectly, to a "disqualified person." A disqualified person is any such

person within the meaning of Section 4940(d)(3)(B) of the Code. This provision shall not be construed to prohibit the furnishing of goods, services or facilities to an employee, including an employee who is a disqualified person, or one who would be considered an employee but for the fact that he or she receives no compensation, provided the value of such furnishings is reasonable and necessary to the performance of the employee's tasks in conducting the charitable purposes of the Corporation, and the value of the goods, services, or facilities is not excessive within the meaning of Section 4941(d)(2)(E). During any such period or periods of time that the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code (or the corresponding provision of any future United States Internal Revenue law): the directors must distribute the Corporation's income at such time and in such manner as to avoid the imposition of the tax under § 4942 of the Code (or the corresponding provision of any future United States Internal Revenue law); the Corporation must not retain any excess business holdings as defined in § 4943(c) of the Code (or the corresponding provision of any future United States Internal Revenue law); the Corporation must not make any investments or otherwise acquire assets in any manner that would subject the Corporation to tax under § 4944 of the Code (or the corresponding provision of any future United States Internal Revenue law); the Corporation must not retain any assets that would subject the Corporation to tax under § 4944 of the Code (or the corresponding provision of any future United States Internal Revenue law) if the directors acquired such assets; and the Corporation must not make any taxable expenditures as defined in § 4945(d) of the Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VIII**DISSOLUTION**

On the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the City or County in which the principal office of the Corporation is then located, solely for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

ARTICLE IX**AMENDMENTS**

All provisions of these Articles of Incorporation shall be subject to amendment in accordance with the provisions of the Virginia Nonstock Corporation Act; provided, however, that any such amendments shall not disqualify the Corporation from maintaining federal income tax exemption under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law); and provided further that any such amendments shall not disqualify the Corporation from accepting contributions that are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE X
LIMIT ON LIABILITY

To the fullest extent permitted by the Virginia Nonstock Corporation Act, as it now exists or may be later amended, no officer or director of the Corporation shall be liable for any amount of monetary damages to the Corporation arising out of a single transaction, occurrence or course of conduct, for breach of fiduciary duty or otherwise. The liability of an officer or director shall not be limited as provided in this paragraph if the officer or director engaged in willful misconduct or a knowing violation of criminal law or any federal or state securities law.

ARTICLE XI
INDEMNIFICATION


The Corporation shall indemnify its directors and officers and its former directors and officers to the fullest extent permitted under the Virginia Nonstock Corporation Act from all liability, cost and expense for actions and inactions rendered or omitted in good faith in connection with their services to the Corporation in their capacities as directors and officers, whether or not such services be compensation or contributed. The Board shall have the power, generally and in specific cases, to indemnify its other employees and agents to the same extent as provided in this paragraph with respect to its directors and officers. To the fullest extent that the Virginia Nonstock Corporation Act permits, as it exists on the date of these Articles of Incorporation or as it may be hereafter amended, no officer or director of the Corporation shall be liable for any amount of monetary damages to this Corporation arising out of a single transaction, occurrence or course of conduct, for breach of fiduciary duty or otherwise. The liability of an officer or director shall not be limited as provided in this paragraph if the officer or director engaged in willful misconduct or a knowing violation of criminal law or any federal or state security law.

ARTICLE XII

REGISTERED AGENT AND REGISTERED OFFICE

The initial registered office of the Corporation is located in the City of Virginia Beach, in the Commonwealth of Virginia, and its post office address is c/o Zimmer & Lewis, Attorneys and Counsellors At Law, 1604 Hilltop West Executive Center, Suite 220, Virginia Beach, Virginia 23451. The name of its initial registered agent is Bretta Z. Lewis, who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is the same as the address of the initial registered office of the Corporation.

Dated: September 9, 2013



Lauren Turner, Incorporator

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, SEPTEMBER 20, 2013

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The State Corporation Commission has found the accompanying articles submitted on behalf of
Team Hoyt V.B.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

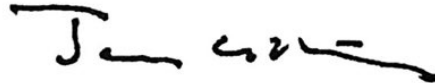
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective September 20, 2013.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of Team Hoyt V.B. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
December 6, 2013*

Joel H. Peck

Joel H. Peck, Clerk of the Commission