

## **Exhibit VI.P (Organizational Documents):**

*Submit as Exhibits VI.P.1. through VI.P.13., as applicable, copies of the following documents that apply to the Applicant, the Applicant's owners, any Manager or any of the Manager's owners.*

## **Exhibit VI.P.1:**

*Certified copy of its certificate of incorporation, articles of incorporation or corporate charter*

**State of New York**  
**Department of State** } **ss:**

*I hereby certify, that the Certificate of Incorporation of SARATOGA HARNESS RACING, INC. was filed on 12/23/1986, under the name of UPSTATE HARNESS RACING, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation. I further certify the following:*

*A Certificate of Merger was filed on 04/29/1987.*

*A certificate changing name to SARATOGA HARNESS RACING, INC. was filed on 07/14/1987.*

*A Certificate of Amendment was filed on 01/06/1989.*

*A Biennial Statement was filed 05/11/1995.*

*A Biennial Statement was filed 01/13/1997.*

*A Biennial Statement was filed 11/29/2000.*

*A Certificate of Amendment was filed on 11/15/2001.*

*A Biennial Statement was filed 02/25/2003.*

*A Certificate of Amendment was filed on 12/12/2007.*

*A Certificate of Amendment was filed on 06/10/2008.*

*A Certificate of Amendment was filed on 09/17/2012.*

*I further certify that no other documents have been filed by such corporation.*

\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 28th day of October  
two thousand and thirteen.*

*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State



***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 October 29, 2013.



*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

CERTIFICATE OF INCORPORATION

OF

UPSTATE HARNESS RACING, INC.

Under Section 302 of the Racing, Pari-Mutuel Wagering and Breeding Law.

The undersigned, for the purpose of forming a corporation under Section 302 of the Racing, Pari-Mutuel Wagering and Breeding Law, hereby certify:

1. The name of the corporation shall be UPSTATE HARNESS RACING, INC.
2. The objects for which it is to be formed are as follows:
  - (a) To conduct harness horse race meetings, exhibitions and races; to offer and award purses, prizes, premiums and stakes to be contested for thereat and to charge admission to the general public to such meetings and exhibitions.
  - (b) To purchase, lease, erect, or otherwise acquire and hold lands, buildings, and other structures in the State of New York for the offices, stables and exhibition grounds of the Corporation, and to lease, mortgage and convey such real estate in such manner as may appear for the best interests of the Corporation.
  - (c) To conduct, operate and manage, pursuant to license, the pari-mutuel system of betting upon

harness horse races conducted at race meetings and exhibitions to be held at the premises owned, leased, operated or controlled by the Corporation.

- (d) To hire, employ and engage judges, starters, clerks, grooms, stablemen and such other persons as may from time to time be necessary in the conduct of the business of the Corporation.
- (e) To purchase, lease, contract for, or otherwise acquire equipment and services of all kinds and descriptions necessary for the conduct of the business of the Corporation.
- (f) To make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, and other obligations from time to time for the purchase of property, or for any purpose in or about the business of the corporation and to secure payment of any such obligation by mortgage, pledge, deed of trust or otherwise.
- (g) To engage in any lawful act or activity for which corporations may be formed under Section 302 of the Racing, Pari-Mutuel Wagering and Breeding Law.

The location at which it is proposed to conduct said business is the County of Saratoga, State of New York.

3. The total amount and description of the Corporation's capital stock is as follows:

- (a) One hundred (100) shares of voting common stock, with one dollar (\$1.00) par value per share.

(b) Eight hundred (800) shares of nonvoting common stock, with one dollar (\$1.00) par value per share.

4. The location of the Corporation's business office shall be located in the City of Saratoga Springs, County of Saratoga and State of New York.

5. The duration of the Corporation shall be perpetual.

6. The number of directors shall be five (5).

7. The names and post office addresses of the directors for the first year are as follows:

William J. Kayo  
39 McKinley Drive  
Delmar, NY 12054

Francis A. Fitzgerald  
6 Fairlawn Drive  
Latham, NY 12110

Frank L. Fernandez  
13 Pheasant Lane  
Menands, NY 12204

Mark L. Heller  
33 Aspinwall Drive  
Loudonville, NY 12211

Thomas Newkirk  
11 Ashford Drive  
Albany, NY 12203

8. The subscribers of this Certificate of Incorporation are the same individuals with the same post office addresses designated in paragraph 7, hereinabove, as the directors for the corporation for its first year. Each such individual hereby

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agrees to subscribe for and purchase shares of stock in the Corporation as follows:

William J. Kayo	9 shares of Class A Voting Common Stock
Francis A. Fitzgerald	9 shares of Class A Voting Common Stock
Frank L. Fernandez	9 shares of Class A Voting Common Stock
Mark L. Heller	5.20 shares of Class A Voting Common Stock
Thomas Newkirk	5.20 shares of Class A Voting

9. Annexed hereto or indorsed hereon is the approval of the New York State Racing and Wagering Board.

10. Any stockholder, upon written demand of the Corporation, shall be required to sell his stock to the Corporation at a price to be fixed in the manner provided in Section 623 of the Business Corporation Law of the State of New York provided such demand be made pursuant to written direction of the New York State Racing and Wagering Board. From and after the date of the making of such a demand, any transfer of such certificate of stock shall be prohibited except to the Corporation.

11. Each certificate of stock of the Corporation shall bear a legend plainly and prominently imprinted upon the face of the certificate reading:

"This certificate of stock is transferable only subject to the provisions of section three hundred three of the racing, pari-mutuel wagering and breeding law."



12. Each of the subscribers is eighteen years of age or older

IN WITNESS WHEREOF, this Certificate has been signed by the subscribers this 30<sup>th</sup> day of November, 1986.

*William J. Kaye*  
William J. Kaye

*Francis A. Fitzgerald*  
Francis A. Fitzgerald

*Frank L. Fernandez*  
Frank L. Fernandez

*Mark L. Heller*  
Mark L. Heller

*Thomas Newkirk*  
Thomas Newkirk

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STATE OF NEW YORK :  
: ss.:  
COUNTY OF ALBANY :

On this 30 day of November, 1986, before me personally came WILLIAM J. KAYO to me known and known to me to be the same person described in and who executed the foregoing Certificate of incorporation and he duly acknowledged to me that he executed the same.

  
Notary Public

LEO P. DEAN  
Notary Public, State of New York  
Qualified in Albany County  
My Commission Expires March 30, 1987

STATE OF NEW YORK :  
: ss.:  
COUNTY OF ALBANY :

On this 3 day of November, 1986, before me personally came FRANCIS A. FITZGERALD to me known and known to me to be the same person described in and who executed the foregoing Certificate of incorporation and he duly acknowledged to me that he executed the same.

  
Notary Public

LEO P. DEAN  
Notary Public, State of New York  
Qualified in Albany County  
My Commission Expires March 30, 1987

STATE OF NEW YORK :  
: ss.:  
COUNTY OF ALBANY :

On this 30 day of November, 1986, before me personally came FRANK L. FERNANDEZ to me known and known to me to be the same person described in and who executed the foregoing Certificate of incorporation and he duly acknowledged to me that he executed the same.

  
Notary Public

LEO P. DEAN  
Notary Public, State of New York  
Qualified in Albany County  
My Commission Expires March 30, 1987

6

STATE OF NEW YORK :  
COUNTY OF ALBANY : ss.:

On this 30 day of November, 1986, before me personally came MARK L. HELLER to me known and known to me to be the same person described in and who executed the foregoing Certificate of incorporation and he duly acknowledged to me that he executed the same.

*Elaine C. Nason*  
Notary Public

ELAINE C. NASON  
Notary Public, State of New York  
Qualified in Albany County  
No. 4860683  
Commission Expires May 27, 1987

STATE OF NEW YORK :  
COUNTY OF ALBANY : ss.:

On this 30 day of November, 1986, before me personally came THOMAS NEWKIRK to me known and known to me to be the same person described in and who executed the foregoing Certificate of incorporation and he duly acknowledged to me that he executed the same.

*Leo P. Dean*  
Notary Public

LEO P. DEAN  
Notary Public, State of New York  
Qualified in Albany County  
My Commission Expires March 30, 1987

C E R T I F I C A T I O N

On December 12, 1986, the New York State Racing and Wagering Board approved the Certificate of Incorporation to which this certification is annexed of Upstate Harness Racing, Inc. pursuant to Section 302 of the Racing, Pari-Mutuel Wagering and Breeding Law.

  
JOHN M. DAILEY  
Acting Secretary to the Board

Dated: December 12, 1986

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Dec 23 7 54 AM '86

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Dec 22 12 PM '86

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CERTIFICATE OF INCORPORATION	OF  UPSTATE HARNES RACING, INC.	November 30, 1986	FRANK L. FERNANDEZ 322 Broadway Albany, NY 12207
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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 23 1986

AMT. OF CHECK \$ 146  
 FILING FEE \$ 195  
 TAX \$ \_\_\_\_\_  
 COUNTY FEES 26  
 COPY \$ \_\_\_\_\_  
 CERT \$ \_\_\_\_\_  
 REFUND \$ \_\_\_\_\_  
 SPEC HANDLES \$ 15

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*Phantog*

***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 October 29, 2013.

*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

Certificate of Merger

of

Saratoga Harness Racing, Inc.

into

Upstate Harness Racing, Inc.

Under Section 905 of the Business Corporation Law and Section 302 of the Racing Pari-Mutual Wagering and Breeding Law.

We, the undersigned, being respectively the president and secretary of Upstate Harness Racing, Inc., the surviving corporation certify:

The plan of merger has been adopted by the board of directors of the surviving corporation.

1. The name of the surviving corporation is Upstate Harness Racing, Inc.; its certificate of incorporation was filed by the Department of State of the State of New York on December 23, 1986 and the name of the subsidiary corporation is Saratoga Harness Racing, Inc. (formerly named Saratoga Harness Racing Association, Inc.); its certificate of incorporation was filed by the Department of State of New York on April 17, 1941, both of which are corporations organized under the laws of the State of New York.

2. The designation and number of outstanding shares of each class of each subsidiary corporation to be merged, and the number of each such class owned by the surviving corporation is as follows:

<u>Name of Subsidiary</u>	<u>Designation of Class and Number Outstanding</u>	<u>Number of Each Owned by Surviving Corporation</u>
Saratoga Harness Racing, Inc.	100 shares of Common Stock	100 shares of Common Stock

3. The merger shall be effective on the date of the filing of this certificate in the office of Department of State.

4. On April 7, 1987, the Board of Directors of Upstate Harness Racing, Inc., the sole shareholder of Saratoga Harness Racing, Inc., owning 100% of all the outstanding stock of Saratoga Harness Racing, Inc. adopted and approved the plan of merger of Saratoga Harness Racing, Inc. into Upstate Harness Racing, Inc.

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13 RECEIVED  
Apr 29 11 AM '87

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED APR 29 1987

AMT. OF CHECK \$ 20  
FILING FEE \$  
TAX \$  
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COPY \$  
REFUND \$  
SPEC HANDLE \$ 1.00

*Roemer*

FILED  
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0490265 CERTIFICATE OF MERGER OF SARATOGA HARNESS RACING, INC. INTO WESTSTATE HARNESS RACING, INC.	ROEMER & FEATHERSTONHAUGH, P.C. COUNSELORS AT LAW CAPITAL CENTER 89 PINE STREET ALBANY, NEW YORK 12207
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Short Agreement Cover - National Legal Supply, Inc., Albany, N.Y.

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Diss. 5/20/88  
Saratoga Harness Racing Association Inc

4/17/41 Saratoga

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***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 October 29, 2013.



*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
UPSTATE HARNESS RACING, INC.  
UNDER SECTION 802 OF THE BUSINESS CORPORATION LAW,  
A CORPORATION INCORPORATED PURSUANT TO SECTION 302 OF THE RACING,  
PARI-MUTUEL WAGERING AND BREEDING LAW**

We, the undersigned, being respectively the President and Secretary of Upstate Harness Racing, Inc. certify:

1. The name of the Corporation is UPSTATE HARNESS RACING, INC.

2. The Certificate of Incorporation was filed by the Department of State of the State of New York on December 23, 1986.

3. The Certificate of Incorporation is hereby amended by changing the name of the Corporation to Saratoga Harness Racing, Inc. In order to effect such change, paragraph "1" of the Certificate of Incorporation of Upstate Harness Racing, Inc. is hereby amended to read:

"1. The name of the Corporation shall be Saratoga Harness Racing, Inc."

4. This amendment to the Certificate of Incorporation of Upstate Harness Racing, Inc. was authorized by vote of the Board and by the unanimous written consent of all the holders of all the shares of stock entitled to vote thereon.

IN WITNESS WHEREOF the undersigned have executed and signed this Certificate this 15<sup>th</sup> day of May, 1987.

The undersigned affirms that the statement contained herein is true under the penalty of perjury.

Joe W. Gerity, Jr.  
Joe W. Gerity, Jr., President

Frank L. Fernandez  
Frank L. Fernandez, Secretary

**C E R T I F I C A T I O N**

On June 29, 1987, the New York State Racing and Wagering Board approved the Certificate of Name Change of Upstate Harness Racing, Inc. to Saratoga Harness Racing, Inc. to which this certification is annexed, pursuant to Section 302 of the Racing, Pari-Mutuel Wagering and Breeding Law.

Thomas C. Davide  
THOMAS C. DAVIDE  
Secretary to the Board

Dated: June 29, 1987

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
UPSTATE HARNESS RACING, INC.  
UNDER SECTION 805 OF THE  
BUSINESS CORPORATION LAW

ROEMER & FEATHERSTONHAUGH, P.C.  
COUNSELORS AT LAW  
CAPITAL CENTER  
99 PINE STREET  
ALBANY, NEW YORK 12207

Shurt Agreement Cover - National Legal Supply, Inc. Albany, N.Y.

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUL 14 1987

AMT. OF CHECK \$ 70  
FILING FEE \$  
TAX \$  
COUNTY FEE \$  
COPY \$  
CERT \$  
REFUND \$  
SPEC HANDLE \$

Saratoga

***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 October 29, 2013.

*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
SARATOGA HARNESS RACING, INC.**

**A CORPORATION INCORPORATED PURSUANT TO SECTION 302 OF THE RACING,  
PARI-MUTUEL WAGERING AND BREEDING LAW**

We, the undersigned, being respectively the President and Secretary of Saratoga Harness Racing, Inc., certify:

1. The name of the Corporation is SARATOGA HARNESS RACING, INC. The Corporation was formed under the name of UPSTATE HARNESS RACING, INC.
2. The Certificate of Incorporation was filed by the Department of State of the State of New York on December 23, 1986.
3. The Certificate of Incorporation is hereby amended by enlarging the number of directors of the Corporation to eleven. In order to effect such change, paragraph "6" of the Certificate of Incorporation of Saratoga Harness Racing, Inc., is amended to read:  

"6. The number of directors shall be eleven (11)."
4. This amendment to the Certificate of Incorporation of Saratoga Harness Racing, Inc., was authorized by vote of the Board of Directors and by the unanimous written consent of all the holders of all the shares of stock entitled to vote thereon.

IN WITNESS WHEREOF the undersigned have executed and signed this Certificate this 29<sup>th</sup> day of July, 1988.

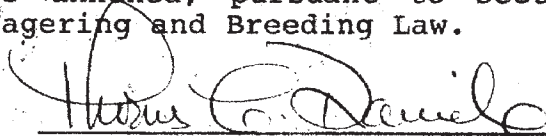
  
\_\_\_\_\_  
JOE W. GERRITY, JR., PRESIDENT

  
\_\_\_\_\_  
FRANK L. FERNANDEZ, SECRETARY

B725677

**CERTIFICATION**

On *NOVEMBER 7<sup>th</sup>*, 1988, the New York State Racing and Wagering Board approved the Certificate of Name Change of Upstate Harness Racing, Inc., to Saratoga Harness Racing, Inc., to which this certification is annexed, pursuant to Section 302 of the Racing, Pari-Mutuel Wagering and Breeding Law.



THOMAS C. DAVIDE  
Secretary to the Board



**VERIFICATION**

STATE OF NEW YORK

COUNTY OF ALBANY

} ss.:

I, Frank L. Fernandez, being duly sworn, depose and state that I am the Secretary/Treasurer of Saratoga Harness Racing, Inc., the corporation named in and described in the foregoing certificate and that I have read the foregoing certificate and know the contents thereof to be true, except as to the matters therein stated to be alleged upon information and belief, and as to those matters I believe them to be true.

X Frank L. Fernandez

Frank L. Fernandez

Sworn to before me this 30th

day of December 19 88.

E. Guy Roemer

Notary Public

E. GUY ROEMER  
NOTARY PUBLIC, STATE OF NEW YORK  
QUALIFIED IN ALBANY COUNTY  
#302323  
COMMISSION EXPIRES JULY 31, 1989

(If executed outside one of the states of the United States of America, the signature and authority of the foreign notary should be duly authenticated.)

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Index No.

Year 19

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CERTIFICATE OF AMENDMENT

ORIGINAL

8725077

SARATOGA HARNESS RACING, INC.

ROEMER AND FEATHERSTONHAUGH, P. C.  
Attorneys and Counsellors at Law

E. Guy Roemer  
CAPITAL CENTER  
99 PINE STREET  
ALBANY, NEW YORK 12207  
(518) 436-7663

Handwritten notes: 1-9-89, 1-5-89, 1-2-89

Handwritten notes: 2-11-87, SARATOGA, L-8520607-2, UPSTATE HARNESS RACING, 12/23/86

To:

Attorney(s) for

Service of a copy of the within

is hereby admitted.

Dated:

Attorney(s) for

PLEASE TAKE NOTICE

Check Applicable Box

NOTICE OF ENTRY

that the within is a (certified) true copy of a entered in the office of the clerk of the within named Court on

19

NOTICE OF SETTLEMENT at on

that an Original of the within true copy will be presented for settlement to the Hon. one of the judges of the within named Court,

Dated:

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED JAN 6 1989 19  
AMT. OF CHECK \$ 20  
FILING FEE \$ 60  
TAX \$  
COUNTY FEE \$  
COPY \$  
CERT \$  
REFUND \$  
SPEC HANDLE \$ 10

ROEMER AND FEATHERSTONHAUGH, P. C.  
Attorneys and Counsellors at Law

CAPITAL CENTER  
99 PINE STREET  
ALBANY, NEW YORK 12207

Handwritten: 65 JAN 6 9 9 AM '89

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To:

Attorney(s) for

Handwritten signature: Peratoy



***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 October 29, 2013.



*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

F 011115000205

Certificate of Amendment  
of the  
Certificate of Incorporation  
of  
Saratoga Harness Racing, Inc.  
Under Section 805 of the Business Corporation Law

We, the undersigned, being respectively the President and Secretary of Saratoga Harness Racing, Inc., certify:

1. The name of the corporation is: Saratoga Harness Racing, Inc. The corporation was formed under the name of Upstate Harness Racing, Inc. pursuant to Section 302 of the Racing, Parimutuel, Wagering and Breeding Law.


2. The Certificate of Incorporation was filed by the Department of State of the State of New York on December 23, 1986.

3. The Certificate of Incorporation is hereby amended by changing the number of Directors of the corporation to be not more than eleven (11). In order to effect such change, Paragraph "6" of the Certificate of Incorporation of Saratoga Harness Racing, Inc. is amended to read:

"6. The number of Directors shall be not more than eleven (11)."

4. This Amendment to the Certificate of Incorporation of Saratoga Harness Racing, Inc. was authorized by vote of the Board of Directors and by the unanimous written consent of all of the holders of all of the shares of stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate of Amendment this 17<sup>th</sup> day of October, 2001.

  
Joe W. Gerrity, Jr., President

  
James D. Featherstonhaugh, Secretary



***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 October 29, 2013.



*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

080610000808

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
SARATOGA HARNESS RACING, INC.**

Under Section 805 of the Business Corporation Law,  
A Corporation Incorporated Pursuant to Section 302  
of the Racing, Pari-Mutuel Wagering and Breeding Law

We, the undersigned, being respectively the President and Secretary of SARATOGA HARNESS RACING, INC. do hereby CERTIFY and set forth:

1. The name of the corporation is: SARATOGA HARNESS RACING, INC. (the "Corporation"). The Corporation was formed under the name of Upstate Harness Racing, Inc.

2. The Certificate of Incorporation of UPSTATE HARNESS RACING, INC. was filed by the Department of State of the State of New York on the 23<sup>rd</sup> day of December, 1986.

3. The Certificate of Incorporation is hereby amended to increase the Corporation's capital stock from 100 shares of voting stock to 8400 shares of voting stock and from 800 shares of non-voting common stock to 67,200 shares of non-voting common stock, by adding a new paragraph "3" to read as follows:

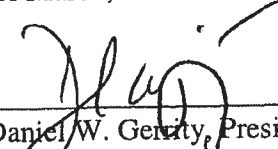
"3. The total amount, description of the Corporation's capital stock is as follows:

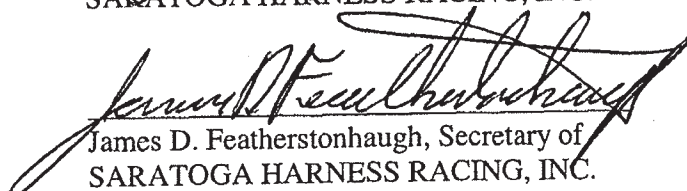
a. Eight Thousand Four Hundred (8,400) shares of voting common stock, with One Dollar (\$1.00) par value per share; and

b. Sixty Seven Thousand Two Hundred (67,200) shares of non-voting common stock, with One Dollar (\$1.00) par value per share.

4. This amendment to the Certificate of Incorporation of SARATOGA HARNESS RACING, INC. was authorized by vote of the Board of Directors followed by a vote of all outstanding shares entitled to vote thereon at a meeting of shareholders.

**IN WITNESS WHEREOF**, the undersigned has executed and signed the Certificate of Amendment and caused it to be verified this 18<sup>th</sup> day of March, 2008.

  
\_\_\_\_\_  
Daniel W. Genzly, President of  
SARATOGA HARNESS RACING, INC.

  
\_\_\_\_\_  
James D. Featherstonhaugh, Secretary of  
SARATOGA HARNESS RACING, INC.



*Chairman*  
Daniel D. Hogan

*Members*  
Michael J. Hoblock, Jr.  
John B. Simoni

**STATE OF NEW YORK  
RACING AND WAGERING BOARD**

*Executive Director*  
John G. Cansdale

*Secretary to the Board*  
Gail Pronti

June 3, 2008

rburstein@nolanandheller.com

Mr. Richard Burstein  
Nolan & Heller, LLP  
29 North Pearl Street  
Albany, New York 12207

Dear Mr. Burstein:

On May 29, 2008, the New York State Racing and Wagering Board approved an amendment to the Certificate for Incorporation for Saratoga Harness Racing, Inc. to change the amount and description of the Company's capital stock as follows:

*To increase the number of Class A voting shares from 100 to 8,400 and to increase the number of Class B non-voting shares from 800 to 67,200.*

Very truly yours,

Gail Pronti  
Secretary to the Board

GP:vrđ

cc: Robert Feuerstein  
Thomas Casaregola

080610000808

Certificate of Amendment

Of

Certificate of Incorporation

Of

Saratoga Harness Racing, Inc

(List Entity Name)

37.35

Under Section 805 of the Business Corporation Law

Sarg

Filed by:

Nolan Heller LLP  
(Name)

39 N. Pearl Street  
(Mailing address)

Albany, NY 12207  
(City, State and Zip Code)

2008 JUN 10 AM 10:55

RECEIVED

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUN 10 2008

TAXS 37.35

BY: Sarg

Sarg

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***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 October 29, 2013.

*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State



**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
SARATOGA HARNESS RACING, INC.**

Under Section 805 of the Business Corporation Law,  
A Corporation Incorporated Pursuant to Section 302  
of the Racing, Pari-Mutuel Wagering and Breeding Law

We, the undersigned, being respectively the President and Secretary of SARATOGA HARNESS RACING, INC. do hereby CERTIFY and set forth:

1. The name of the corporation is: SARATOGA HARNESS RACING, INC. (the "Corporation"). The Corporation was formed under the name of Upstate Harness Racing, Inc.
2. The Certificate of Incorporation of UPSTATE HARNESS RACING, INC. was filed by the Department of State of the State of New York on the 23<sup>rd</sup> day of December, 1986.
3. The Certificate of Incorporation is hereby amended by adding a new subdivision (i) to paragraph 2 to clarify and broaden the purposes clause. In order to effectuate such a change, a new subparagraph (i) is added to paragraph 2 to read as follows:
  - "2. The objects for which it is formed are as follows:
    - (i) To lend money to or guarantee the obligation of any director, officer or shareholder of the Corporation provided that the Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or general plan authorizing loans and guarantees."
4. This amendment to the Certificate of Incorporation of SARATOGA HARNESS RACING, INC. was authorized by vote of the Board of Directors followed by a vote of all outstanding shares entitled to vote thereon at a meeting of shareholders.

IN WITNESS WHEREOF, the undersigned has executed and signed the Certificate of Amendment and caused it to be verified this 12 day of September, 2012.

  
\_\_\_\_\_  
Daniel W. Gerrity, President of  
SARATOGA HARNESS RACING, INC.

  
\_\_\_\_\_  
James D. Featherstonhaugh, Secretary of  
SARATOGA HARNESS RACING, INC.



*Chairman*  
John D. Sabini

*Members*  
Daniel D. Hogan  
Charles J. Diamond

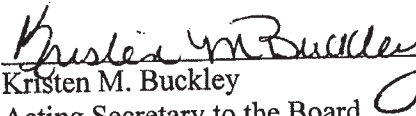
**STATE OF NEW YORK  
RACING AND WAGERING BOARD**

*Executive Director*  
Ronald G. Ochrym

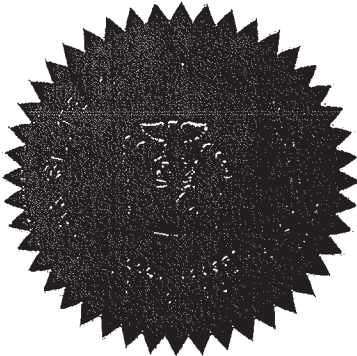
*Acting Secretary to the Board*  
Kristen Buckley

## CERTIFICATION

Pursuant to Racing, Pari-Mutuel Wagering and Breeding Law Section 302, on August 30, 2012, the New York State Racing and Wagering Board approved the attached Certificate of Amendment of the Certificate of Incorporation of Saratoga Harness Racing, Inc. This amendment adds a new subparagraph (i) to paragraph "2" in relation to the objects for which the Corporation is formed.

  
Kristen M. Buckley  
Acting Secretary to the Board

Dated: Schenectady, New York  
September 4, 2012



1 Broadway Center, Suite 600, Schenectady, NY 12305-2553  
Telephone (518) 395-5400 FAX: (518) 347-1250  
<http://www.racing.state.ny.us>



*Chairman*  
John D. Sabini

*Members*  
Daniel D. Hogan  
Charles J. Diamond

**STATE OF NEW YORK  
RACING AND WAGERING BOARD**

*Executive Director*  
Ronald G. Ochrym

*Acting Secretary to the Board*  
Kristen Buckley

September 4, 2012

Mr. Richard Burstein  
Nolan & Heller, LLP  
39 North Pearl Street  
Albany, New York 12207

Dear Mr. Burstein,

On August 30, 2012, the New York State Racing and Wagering Board approved an amendment to the Certificate for Incorporation for Saratoga Harness Racing, Inc. to change the purposes clause by adding a new subparagraph (i) to paragraph 2 as follows:

“(i) To lend money to or guarantee the obligation of any director, officer or shareholder of the Corporation provided that the Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or general plan authorizing loans and guarantees.”

Sincerely,

A handwritten signature in cursive script that reads "Kristen M. Buckley".

Kristen M. Buckley  
Acting Secretary to the Board

cc: Robert A. Feuerstein  
Thomas Casaregola

120917000848

FILED

2012 SEP 17 PM 4:32

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
SARATOGA HARNESS RACING, INC.

Under Section 805 of the Business Corporation Law,  
A Corporation Incorporated Pursuant to Section 302  
of the Racing, Pari-Mutuel Wagering and Breeding Law

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STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED SEP 17 2012

TAKS \_\_\_\_\_  
BY:    *par*   

*Saratoga*

Richard L. Burstein, Esq.  
NOLAN & HELLER, LLP  
39 North Pearl Street  
Albany, New York 12207  
(518) 449-3300

91504

④

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**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 October 29, 2013.

*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

071212000277

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
SARATOGA HARNESS RACING, INC.**

Under Section 805 of the Business Corporation Law,  
A Corporation Incorporated Pursuant to Section 302  
of the Racing, Pari-Mutuel Wagering and Breeding Law

We, the undersigned, being respectively the President and Secretary of SARATOGA HARNESS RACING, INC. do hereby CERTIFY and set forth:

1. The name of the corporation is: SARATOGA HARNESS RACING, INC. (the "Corporation"). The Corporation was formed under the name of Upstate Harness Racing, Inc.
2. The Certificate of Incorporation of UPSTATE HARNESS RACING, INC. was filed by the Department of State of the State of New York on the 23<sup>rd</sup> day of December, 1986.
3. The Certificate of Incorporation is hereby amended by adding a new subdivision (h) to paragraph "2" to clarify and broaden the purposes clause. In order to effectuate such a change, a new paragraph (h) is added to paragraph "2" to read as follows:

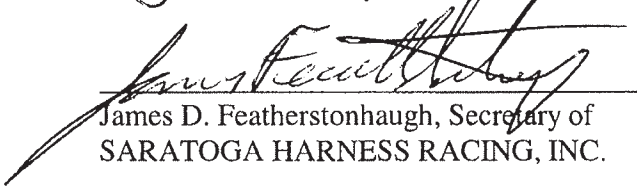
"2. The objects for which it is formed are as follows:

(h) to engage in any lawful act or activity for which a business corporation may be organized under the Business Corporation Law of this State. It is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained."

4. This amendment to the Certificate of Incorporation of SARATOGA HARNESS RACING, INC. was authorized by vote of the Board of Directors followed by a vote of all outstanding shares entitled to vote thereon at a meeting of shareholders.

**IN WITNESS WHEREOF**, the undersigned has executed and signed the Certificate of Amendment and caused it to be verified this 11<sup>th</sup> day of September, 2007.

  
Daniel W. Gerrity, President of  
SARATOGA HARNESS RACING, INC.

  
James D. Featherstonhaugh, Secretary of  
SARATOGA HARNESS RACING, INC.

071212000277



*Chairman*  
Daniel D. Hogan

*Executive Director*  
John G. Cansdale

*Members*  
Michael J. Hoblock, Jr.  
John B. Simoni

**STATE OF NEW YORK  
RACING AND WAGERING BOARD**

*Secretary to the Board*  
Gail Pronti

December 3, 2007

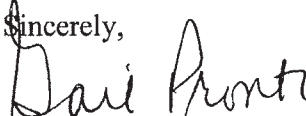
Richard L. Burstein, Esq.  
Nolan & Heller, LLP  
39 North Pearl Street  
Albany, New York 12207

Dear Mr. Burstein:

On November 29, 2007, the New York State Racing and Wagering Board approved the Saratoga Harness Racing, Inc. request for indorsement of an amendment to its certificate of incorporation in order to broaden the corporate purposes clause by adding a new subdivision h to subparagraph 2 to read:

“to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of this State. It is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.”

The Board rescinded its August 18, 2007 indorsement of a similar amendment to the corporate purposes clause.

Sincerely,  
  
Gail Pronti  
Secretary to the Board

GP:vrđ  
cc: Daniel Gerrity, SHRI  
Chairman Hogan  
Member Hoblock  
Member Simoni  
John Cansdale  
Robert Feuerstein  
Joseph Lynch  
Brian Barry  
Thomas Casaregola

07121200027

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
SARATOGA HARNESS RACING, INC.

2007 DEC 12 AM 10:14

FILED

Under Section 805 of the Business Corporation Law,  
A Corporation Incorporated Pursuant to Section 302  
of the Racing, Pari-Mutuel Wagering and Breeding Law

100  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED

DEC 12 2007

TAX \$ \_\_\_\_\_  
BY: [Signature]

Sara

NOLAN & HELLER, LLP  
39 North Pearl Street  
Albany, New York 12207

50806

BT

294



## **Exhibit VI.P.2:**

*Bylaws as amended through the date of the Application*

"I CERTIFY THAT I HAVE COMPARED THIS COPY  
WITH THE ORIGINAL AND THIS IS A TRUE AND

BY-LAWS COMPLETE COPY THEREOF "

of

James M. Sullivan  
LICENSED N.Y. STATE ATTORNEY

UPSTATE HARNESS RACING, INC.

ARTICLE I - OFFICERS

The principal office of the corporation shall be in the City of Saratoga Springs, County of Saratoga, State of New York. The corporation may also have offices at such other places within or without the State of New York as the board may from time to time determine or the business of the corporation may require.

ARTICLE II - SHAREHOLDERS

1. PLACE OF MEETINGS.

Meetings of shareholders shall be held at the principal office of the corporation or at such place within or without the State of New York as the board shall authorize.

2. ANNUAL MEETING.

The annual meeting of the shareholders shall be held on the third Monday of the month of March at 10:00 A. M. in each year if not a legal holiday, and, if a legal holiday, then on the next business day following at the same hour, when the shareholders shall elect a board and transact such other business as may properly come before the meeting.

3. SPECIAL MEETINGS.

Special meetings of the shareholders may be called in accordance with any provision of the Business Corporation Law or called by the board or by the president and shall be called by the president or the secretary at the request in writing of a majority of the board or at the request in writing by shareholders owning a majority in amount of the shares issued and outstanding. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

4. FIXING RECORD DATE.

For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of shareholders.

Such date shall not be more than fifty nor less than ten days before the date of such meeting, nor more than fifty days prior to any other action. If no record date is fixed it shall be determined in accordance with the provisions of law.

5. NOTICE OF MEETINGS OF SHAREHOLDERS.

Written notice of each meeting of shareholders shall state the purpose or purposes for which the meeting is called, the place, date and hour of the meeting and unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice shall be given either personally or by mail to each shareholder entitled to vote at such meeting, not less than ten nor more than fifty days before the date of the meeting. If action is proposed to be taken that might entitle shareholders to payment for their shares, the notice shall include a statement of that purpose and to that effect. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the shareholder at his address as it appears on the record of shareholders, or, if he shall have filed with the secretary a written request that notices to him be mailed to some other address, then directed to him at such other address.

6. WAIVERS.

Notice of meeting need not be given to any shareholder who signs a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

7. QUORUM OF SHAREHOLDERS.

Unless the certificate of incorporation provides otherwise, the holders of a majority of the share entitled to vote thereat shall constitute a quorum at a meeting of shareholders for the transaction of any business, provided that when a specified item of business is required to be voted on by a class or classes, the holders of a majority of the shares of such class or classes shall constitute a quorum for the transaction of such specified item of business.

When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any shareholders.

The shareholders present may adjourn the meeting despite the absence of a quorum.

8. PROXIES.

Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the shareholder or his attorney-in-fact. No proxy shall be valid after expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the shareholder executing it, except as otherwise provided by law.

9. QUALIFICATION OF VOTERS.

Every shareholder of record of Class A Common Stock shall be entitled at every meeting of shareholders to one vote for every share standing in his name on the record of shareholders, unless otherwise provided in the certificate of incorporation.

10. VOTE OF SHAREHOLDERS.

Except as otherwise required by statute or by the certificate of incorporation;

(a) directors shall be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election;

(b) all other corporate action shall be authorized by a majority of the votes cast.

11. WRITTEN CONSENT OF SHAREHOLDERS.

Any action that may be taken by vote may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all the outstanding shares entitled to vote thereon or signed by such lesser number of holders as may be provided for in the certificate of incorporation.

ARTICLE III - DIRECTORS

1. BOARD OF DIRECTORS.

Subject to any provision in the certificate of incorporation the business of the corporation shall be managed by its board of directors, each of whom shall be at least 18 years of age and need not be shareholders.

2. NUMBER OF DIRECTORS.

The number of directors shall not be more than eleven. When ~~all of the shares are owned by less than three shareholders, the~~ number of directors may be less than three but not less than the number of shareholders.

3. ELECTION AND TERM OF DIRECTORS.

At each annual meeting of shareholders, the shareholders shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he is elected and until his successor has been elected and qualified, or until his prior resignation or removal.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the shareholders unless otherwise provided in the certificate of incorporation. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

5. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the shareholders or by action of the board. Directors may be removed without cause only by vote of the shareholders.

6. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

8. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote regardless of the number of shares, if any, which he may hold.

8a. ATTENDANCE BY MEANS OF TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT

Any director may attend and participate in a meeting of the Board by means of a conference telephone or similar communications equipment, so long as said arrangement allows all persons participating in said meeting to hear each other at the same time.

9. PLACE AND TIME OF BOARD MEETINGS.

The board may hold its meetings at the office of the corporation or at such other places, either within or without the State of New York, as it may from time to time determine.

10. REGULAR ANNUAL MEETING.

A regular annual meeting of the board shall be held immediately following the annual meeting of shareholders at the place of such annual meeting of shareholders.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

(a) Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president or secretary upon three days notice to each director either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

(b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. CHAIRMAN.

At all meetings of the board the president, or in his absence, the secretary shall preside.

13. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

14. COMPENSATION.

Compensation shall be paid to directors for their services, as determined by resolution of the board. In addition, expenses for actual attendance, at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE IV - OFFICERS

1. OFFICES, ELECTION, TERM.

(a) Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or two vice-presidents, a secretary and a treasurer; such board elected or appointed officers may, by majority consensus, appoint junior officers. Such junior offices shall be limited to one or more assistant vice-presidents, an assistant secretary and an assistant treasurer. All such junior offices shall be limited in their duties, powers and functions to those designated on appointment. For example, there may be a vice-president of administration or a treasurer for investments. All such junior officers shall report directly to the board elected or appointed officers.

(b) All officers, except junior officers, shall be elected or appointed to hold office until the meeting of the board following the annual meeting of shareholders.

(c) Each officer, except junior officers, shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

2. REMOVAL, RESIGNATION, SALARY, ETC.

(a) Any officer elected or appointed by the board may be removed by the board with or without cause.

(b) In the event of the death, resignation or removal of a board elected or appointed officer, the board in its discretion may elect or appoint a successor to fill the unexpired term.

(c) Any two or more offices may be held by the same person, except the offices of president and secretary. When all of the issued and outstanding stock of the corporation is owned by one person, such person may hold all or any combination of offices.

(d) The salaries of all officers, except junior officers, shall be fixed by the board, unless such salary is less than \$15,000 per year, in which case such salary may be set by a majority consensus of the board appointed or elected officers excluding the officer whose salary is being determined. The salaries of junior officers shall be set by majority consensus of board elected or appointed officers.

(e) The directors may require any officer to give security for the faithful performance of his duties.

3. PRESIDENT.

The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the shareholders and of the board; he shall see that all orders and resolutions of the board are carried into effect, but shall not run the day to day affairs of the corporation.

4. VICE-PRESIDENTS.

During the absence or disability of the president, the vice-president(s) shall have all the powers and functions of the president. The vice presidents shall be responsible for the day to day operations of the corporation, excepting those matters charged to the secretary and treasurer. Each vice-president shall also perform such other duties as the board shall prescribe.

5. SECRETARY.

The secretary shall:

(a) be responsible for the general legal affairs of the corporation, including all contracts, agreements, leases and other similar arrangements to which the corporation is or contemplates becoming a party;

(b) attend all meetings of the board and of the shareholders;

(c) record all votes and minutes of all proceedings in a book to be kept for that purpose;

(d) give or cause to be given notice of all meetings of shareholders and of special meetings of the board;

(e) keep in safe custody the seal of the corporation and affix it to any instrument when authorized by the board;

(f) when required, prepare or cause to be prepared and available at each meeting of shareholders a certified list in alphabetical order of the names of shareholders entitled to vote thereat, indicating the number of shares of each respective class held by each;

(g) keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner;

(h) perform such other duties as may be prescribed by the board.



6. TREASURER.

The treasurer shall:

- (a) have the custody of the corporate funds and securities;
- (b) keep full and accurate accounts of receipts and disbursements in the corporate books;
- (c) deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the board;
- (d) disburse the funds of the corporation as may be ordered or authorized by the board and preserve proper vouchers for such disbursements;
- (e) render to the president and board at the regular meetings of the board, or whenever they require it, an account of all his transactions as treasurer and of the financial condition of the corporation;
- (f) render a full financial report at the annual meeting of the shareholders if so requested;
- (g) be furnished by all corporate officers and agents at his request, with such reports and statements as he may require as to all financial transactions of the corporation;
- (h) perform such other duties as are given to him by these by-laws or as from time to time are assigned to him by the board.

7. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE V - CERTIFICATES FOR SHARES

1. CERTIFICATES.

The shares of the corporation shall be represented by certificates. They shall be numbered and entered in the books of the corporation as they are issued. They shall exhibit the holder's name and the number of shares and shall be signed by the president or a vice-president and the treasurer or the secretary and shall bear the corporate seal.

## 2. LOST OR DESTROYED CERTIFICATES.

The board may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation, alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give the corporation a bond in such sum and with such surety or sureties as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

## 3. TRANSFERS OF SHARES.

(a) Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corporation which shall be kept at its principal office. No transfer shall be made within ten days next preceding the annual meeting of shareholders.

(b) The corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of New York.

## 4. CLOSING TRANSFER BOOKS.

The board shall have the power to close the share transfer books of the corporation for a period of not more than ten days during the thirty day period immediately preceding (1) any shareholders' meeting, or (2) any date upon which shareholders shall be called upon to or have a right to take action without a meeting, or (3) any date fixed for the payment of a dividend or any other form of distribution, and only those shareholders of record at the time the transfer books are closed, shall be recognized as such for the purpose of (1) receiving notice of or voting at such meeting, or (2) allowing them to take appropriate action, or (3) entitling them to receive any dividend or other form of distribution.

## ARTICLE VI - DIVIDENDS

Subject to the provisions of the certificate of incorporation and to applicable law, dividends on the outstanding shares of the corporation may be declared in such amounts and at such time or times as the board may determine. Before payment of any dividend, there may be set aside out of the net profits of the corporation available for dividends such sum or sums as the board from time to time in its absolute discretion deems proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the board shall think conducive to the interests of the corporation, and the board may modify or abolish any such reserve.

## ARTICLE VII - CORPORATE SEAL

The seal of the corporation shall be circular in form and bear the name of the corporation, the year of its organization and the words "Corporate Seal, New York." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the certificates for shares or on any corporate obligation for the payment of money may be a facsimile, engraved or printed.

## ARTICLE VIII - EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the board may from time to time designate.

## ARTICLE IX - FISCAL YEAR

The fiscal year shall begin the first day of January in each year; except in the case of any short fiscal year.

## ARTICLE X - REFERENCES TO CERTIFICATE OF INCORPORATION

Reference to the certificate of incorporation in these by-laws shall include all amendments thereto or changes thereof unless specifically excepted.

## ARTICLE XI - BY-LAW CHANGES

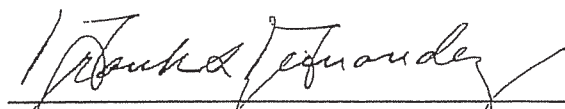
### AMENDMENT, REPEAL, ADOPTION, ELECTION OF DIRECTORS

(a) Except as otherwise provided in the certificate of incorporation the by-laws may be amended, repealed or adopted by vote of the holders of the shares at the time entitled to vote in the election of any directors. By-laws may also be amended, repealed or adopted by the board but any by-law adopted by the board may be amended by the shareholders entitled to vote thereon as hereinabove provided.

(b) If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of shareholders for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

SECRETARY'S CERTIFICATION

I, the undersigned, Secretary of Upstate Harness Racing, Inc., hereby certify that the bylaws attached hereto are the true bylaws of the corporation as adopted at the organizational meeting of the corporation held on December 24, 1986, as subsequently modified at a Director's meeting held on March 1, 1987 to change the corporation's fiscal year-end from March 31 to April 30, and as subsequently modified at a Director's meeting held on April 7, 1987 to change the corporation's fiscal year-end from April 30 to December 31.

  
\_\_\_\_\_  
Frank L. Fernandez, Secretary

## **Exhibit VI.P.3:**

*Certified copy of its certificate of formation or articles of organization of a limited liability company*

Please see the articles of formation attached hereto for the following entities:

- Hudson Valley Casino and Resort, LLC
- Hudson Valley Gaming, LLC
- HV Gaming Holdings, LLC
- Rush Street Gaming Management LLC
- Name Change to Rush Street Gaming, LLC
- Rush Street Gaming Partners LLC
- Newburgh Casino Associates LLC

# Delaware

PAGE 1

*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 FORMATION OF "HUDSON VALLEY CASINO AND RESORT, LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF MAY, A.D. 2014, AT 12:48 O'CLOCK P.M.

5531068 8100

140597637

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1360564

DATE: 05-09-14

**CERTIFICATE OF FORMATION**

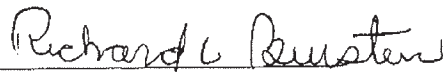
**OF**

**HUDSON VALLEY CASINO AND RESORT, LLC**

This Certification of Formation of Hudson Valley Casino and Resort, LLC (the "LLC") is being executed by the undersigned for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 *Del. C.* § 18-101 *et. seq.*

1. The name of the limited liability company is Hudson Valley Casino and Resort, LLC.
2. The address of the LLC's registered office in the State of Delaware is 913 North Market Street, 11<sup>th</sup> Floor, Wilmington, County of New Castle, Delaware 19801. The name of the LLC's registered agent at such address is BeginCo, LLC.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Formation.



Name: Richard L. Burstein  
Title: Authorized Person



# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HUDSON VALLEY CASINO AND RESORT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF MAY, A.D. 2014.



5531068 8300

140597637

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1360565

DATE: 05-09-14

# Delaware

PAGE 1

*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 FORMATION OF "HUDSON VALLEY GAMING, LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF APRIL, A.D. 2014, AT 5:44 O'CLOCK P.M.



5516579 8100

140469142

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1292250

DATE: 04-15-14

**CERTIFICATE OF FORMATION  
OF  
HUDSON VALLEY GAMING, LLC**

1. The name of the limited liability company being formed hereby is Hudson Valley Gaming, LLC (The "Company").
2. The address of the Company's registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle, State of Delaware 19801. The name of the Company's registered agent at such address is The Corporation Trust Company.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Formation this 14<sup>th</sup> day of April, 2014.

/s/ KARLA J. RAMIREZ

Karla J. Ramirez  
Authorized Person

# Delaware

PAGE 1

*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 FORMATION OF "HV GAMING HOLDINGS, LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF APRIL, A.D. 2014, AT 5:47 O'CLOCK P.M.



5516584 8100

140469162

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1292251

DATE: 04-15-14

**CERTIFICATE OF FORMATION  
OF  
HV GAMING HOLDINGS, LLC**

1. The name of the limited liability company being formed hereby is HV Gaming Holdings, LLC (The "Company").
2. The address of the Company's registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle, State of Delaware 19801. The name of the Company's registered agent at such address is The Corporation Trust Company.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Formation this 14<sup>th</sup> day of April, 2014.

/s/ KARLA J. RAMIREZ

Karla J. Ramirez  
Authorized Person

# Delaware

PAGE 1

*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 FORMATION OF "RUSH STREET GAMING MANAGEMENT LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2009, AT 2:44 O'CLOCK P.M.



4746417 8100

090967732

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7608877

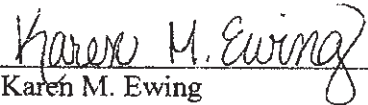
DATE: 10-28-09

CERTIFICATE OF FORMATION  
OF  
RUSH STREET GAMING MANAGEMENT LLC

---

1. Name: The name of the Limited Liability Company formed hereby is Rush Street Gaming Management LLC (the "Company").
2. Registered Office. The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.
3. Registered Agent. The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Rush Street Gaming Management LLC this 27th day of October, 2009.

  
\_\_\_\_\_  
Karen M. Ewing  
Authorized Person

# Delaware

PAGE 1

*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 AMENDMENT OF "RUSH STREET GAMING MANAGEMENT LLC", CHANGING ITS NAME FROM "RUSH STREET GAMING MANAGEMENT LLC" TO "RUSH STREET GAMING, LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, A.D. 2009, AT 4:44 O'CLOCK P.M.

4746417 8100

091067321



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7676974

DATE: 12-04-09



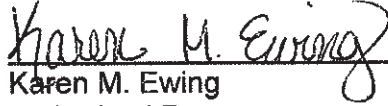
**CERTIFICATE OF AMENDMENT  
OF  
RUSH STREET GAMING MANAGEMENT LLC**

---

1. The name of the limited liability company is Rush Street Gaming Management LLC
2. The Certificate of Formation of the limited liability company is hereby amended to read as follows:

The name of the limited liability company is Rush Street Gaming, LLC

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Rush Street Gaming Management LLC this 3rd day of December, 2009.

  
\_\_\_\_\_  
Karen M. Ewing  
Authorized Person

# Delaware

PAGE 1

*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 FORMATION OF "RUSH STREET GAMING PARTNERS LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2009, AT 2:43 O'CLOCK P.M.



4746413 8100

090967721

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7608873

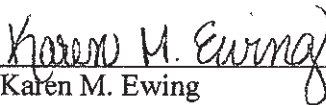
DATE: 10-28-09

**CERTIFICATE OF FORMATION  
OF  
RUSH STREET GAMING PARTNERS LLC**

---

1. Name: The name of the Limited Liability Company formed hereby is Rush Street Gaming Partners LLC (the "Company").
2. Registered Office. The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.
3. Registered Agent. The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Rush Street Gaming Partners LLC this 27th day of October, 2009.

  
\_\_\_\_\_  
Karen M. Ewing  
Authorized Person

***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 May 28, 2014.

*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

140226000 NHH

New York State Department of State  
Division of Corporations, State Records  
and Uniform Commercial Code  
One Commerce Plaza, 99 Washington Avenue  
Albany, NY 12231  
www.dos.ny.gov

*(This form must be printed or typed in black ink)*

ARTICLES OF ORGANIZATION  
OF

NEWBURGH CASINO ASSOCIATES LLC

*(Insert name of Limited Liability Company)*

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is: Newburgh Casino Associates LLC


SECOND: The county within this state in which the office of the limited liability company is to be located is: Orange County

THIRD: The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

c/o Nolan & Heller, LLP

39 N Pearl Street

Albany, New York 12207

  
(signature of organizer)

Brendan Carosi, Organizer  
(print or typo name of organizer)

FILED  
2014 FEB 26 PM 12:40

140226000 NY/NY

ARTICLES OF ORGANIZATION  
OF  
Newburgh Casino Associates LLC  
*(Insert name of Limited Liability Company)*

Under Section 203 of the Limited Liability Company Law

Filed by: Nolan & Heller, LLP  
*(Name)*  
39 N. Pearl Street  
*(Mailing address)*  
Albany, NY 12207  
*(City, State and ZIP code)*

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED FEB 26 2014  
TAXS \_\_\_\_\_  
BY: JTC

NOTE: This form was prepared by the New York State Department of State for filing articles of organization for a domestic limited liability company. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$200 filing fee made payable to the Department of State.

RECEIVED  
2014 FEB 26 AM 11:05

470

## **Exhibit VI.P.4:**

*Limited liability company agreement or operating agreement as amended through the date of the Application*

See attached limited liability company agreement for Hudson Valley Casino and Resort, LLC.

Limited liability company operating agreements for Hudson Valley Gaming, LLC and Rush Street Gaming, LLC to be provided under separate cover.

CONFIDENTIAL

## **Exhibit VI.P.5:**

*Certified copy of its certificate of partnership*

*Not Applicable*



## **Exhibit VI.P.6:**

*Partnership agreement as amended through the date of the Application*

*Not Applicable*

## **Exhibit VI.P.7:**

*Certified copy of its certificate of limited partnership*

*Not Applicable*

## **Exhibit VI.P.8:**

*Limited partnership agreement as amended through the date of the Application*

*Not Applicable*

## **Exhibit VI.P.9:**

*Other legal instrument of organization*

*Not Applicable*

## **Exhibit VI.P.10:**

### *Joint venture agreement*

See limited liability company operating agreement for Hudson Valley Casino and Resort, LLC attached to [Exhibit VI.P.4](#).

## **Exhibit VI.P.11:**

*Trust agreement or instrument, each as amended through the date of the Application*

- The Meredith A. Bluhm-Wolf Family Non-GST Trust
- The 2013 Meredith A. Bluhm-Wolf Family GST Trust #2
- The 2002 LNB Family Dynasty Trust Non-Exempt
- The 2013 LNB Family Dynasty Trust Exempt #2
- The 2002 AGB Family Dynasty Trust Non-Exempt
- The 2013 AGB Family Dynasty Trust Exempt #2
- Andrew G. Bluhm 1997 Revocable Trust
- Gregory A. Carlin Revocable Trust
- The Neil G. Bluhm Family Descendants Trust
- The Carlin Dynasty Trust

## **Exhibit VI.P.12:**

*Voting trust or similar agreement*

*Not Applicable*

## **Exhibit VI.P.13:**

*Stockholder, member or similar agreement*

See attached shareholder agreements for Saratoga Harness Racing, Inc., and Upstate Harness Racing, Inc.