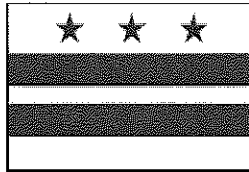


GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

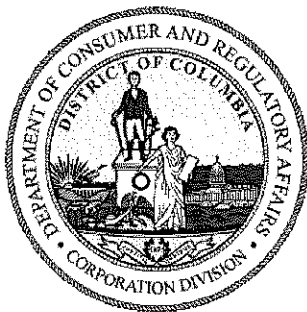
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this **CERTIFICATE OF RESTATED ARTICLES** is hereby issued to:

CORPORATION FOR TRAVEL PROMOTION (THE)

Effective Date: 1/9/2013

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 1/9/2013 9:06 AM

Business and Professional Licensing Administration



A handwritten signature in cursive script that reads "Patricia E. Grays".

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: ZLtlzWmP

**AMENDMENT AND RESTATEMENT
TO
ARTICLES OF INCORPORATION
OF
THE CORPORATION FOR TRAVEL PROMOTION**

(Originally Incorporated on November 8, 2010 as The Corporation For Travel Promotion)

The undersigned, the President and Chief Executive Officer of The Corporation for Travel Promotion (the "**Corporation**"), a District of Columbia nonprofit corporation originally incorporated on November 8, 2010 under the District of Columbia Nonprofit Corporation Act in effect as of such date, does hereby certify as follows:

1. The name of the Corporation is The Corporation for Travel Promotion.
2. The following amendment to the Articles of Incorporation of the Corporation, as amended to date (the "**Original Charter**"), which amends, restates and supersedes the Original Charter in its entirety, was duly adopted by the Board of Directors of the Corporation in accordance with the District of Columbia Nonprofit Corporation Act of 2010, D.C. Code, Title 29, Chapter 4, and the approval of the members (if any) of the Corporation was not required because the Corporation has no members as defined in the District of Columbia Nonprofit Corporation Act of 2010, D.C. Code, Title 29, Chapter 4:

**Amended and Restated Articles of Incorporation
of
The Corporation for Travel Promotion**

ARTICLE I: NAME

The name of the corporation is "The Corporation for Travel Promotion" (hereinafter referred to as the "**Corporation**").

ARTICLE II: DURATION

The period of the Corporation's duration is perpetual.

ARTICLE III: DC NONPROFIT ACT

The Corporation is incorporated as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act of 2010, D.C. Code, Title 29, Chapter 4 (as amended from time to time, the "**DC Nonprofit Act**").

ARTICLE IV: PURPOSES

DCRA Corp. Div.

JAN 09 2013

FILE COPY _____

The Corporation is established as a nonprofit corporation pursuant to the Travel Promotion Act of 2009 (H.R. 1299 as enacted into law) for the purpose of (i) promoting foreign leisure, business and scholarly travel to the U.S., (ii) maximizing the economic and diplomatic benefits of travel to the U.S. and (iii) identifying, countering and correcting misperceptions regarding U.S. entry policies. The Corporation's activities in general shall be undertaken with the goal of lessening the burdens of government.

ARTICLE V: MEMBERSHIP

The Corporation may have 1 or more classes of members with qualifications and benefits to be determined in accordance with the Bylaws of the Corporation (as in effect from time to time, the "**Bylaws**"); provided that all such members, if any, shall be non-voting members and, in furtherance and not in limitation thereof, shall have no right (i) to select or vote for the election of the members of the Board of Directors or "delegates" (as such term is used or defined in the DC Nonprofit Act) or (ii) to vote on any type of "fundamental transaction" (as such term is used or defined in the DC Nonprofit Act). The Corporation is and is intended to be a "nonmembership corporation" (within the meaning of the DC Nonprofit Act). To the extent that any person is referred to in these Amended and Restated Articles of Incorporation (the "**Restated Articles**") or the Bylaws as a "member", and regardless of such person's designation herein or therein, no such person shall be or constitute, or be deemed to be or constitute, for all purposes of the DC Nonprofit Act, these Restated Articles and the Bylaws, a "member" within the definition thereof as set forth in Section 29-401.02(24) of the DC Nonprofit Act.

ARTICLE VI: DIRECTORS

There shall be eleven (11) directors who shall be elected or appointed as provided by the Bylaws.

ARTICLE VII: INTERNAL AFFAIRS REGULATIONS AND DISSOLUTION

Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:

- A. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable, to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.
- B. The Corporation may not contribute to or otherwise support any political party or candidate for elective public office; nor shall the Corporation engage in any lobbying activities (as defined in Section 3(7) of the Lobbying Disclosure Act of 1995 (5 U.S.C. 1602(7)).
- C. Notwithstanding any other provision of these Restated Articles, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from United States federal income taxation as a corporation

described in § 501(c)(6) (or any successor provision) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by such corporation.

- D. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively as shall at the time qualify as an exempt organization or organizations under § 501(c)(6) of the Code devoted to one or more purposes of the Corporation, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director, or officer, or any private individual.

ARTICLE VIII: COMMERCIAL REGISTERED AGENT AND ADDRESS

The name of the Corporation's commercial registered agent in the District of Columbia is Corporation Service Company. The Corporation may change its commercial registered agent by delivering to the Mayor for filing a statement of change in accordance with, and in addition to any other method permitted by, applicable law.

ARTICLE IX: INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is eleven (11), and the names and addresses, including street and number, of the eleven (11) persons who are to serve, commencing from the date the original Articles of Incorporation of the Corporation were filed with the Mayor on November 8, 2010, as the initial directors for the terms specified below, are as follows:

Stephen J. Cloobek (2 years)
Diamond Resorts International
10600 West Charleston Boulevard
Las Vegas, Nevada 89135

Roy Yamaguchi (2 years)
6600 Kalaniana'ole Hwy
Honolulu, Hawaii 96825

Daniel Halpern (1 year)
Jackmont Hospitality, LLC
The Equitable Building
100 Peachtree Street
Suite 2200
Atlanta, Georgia 30303

Tom Klein (1 year)
Sabre Holdings
3150 Sabre Drive
Southlake, TX 76092

Al Weiss (3 years)
Walt Disney Parks and Resorts
1375 Buena Vista Drive
Team Disney Building, 4 North #460
Lake Buena Vista, FL 32830-1000

George Fertitta (2 years)
NYC & Company
810 Seventh Ave., 3rd floor
New York, NY 10019

Caroline Beteta (2 years)
California Travel & Tourism Commission (CTTC)
980 9th Street, Suite 480
Sacramento, CA 95814

Diane Shober (1 year)
Wyoming Office of Travel and Tourism
1520 Etchepare Circle
Cheyenne, WY 82007

Mark F. Schwab (3 years)
United Airlines
Willis Tower – 9th Floor
233 S. Wacker Drive
Chicago, IL 60606

Lynda S. Zengerle (3 years)
Steptoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC 20036

David Lim (3 years)
Amtrak
10 G Street NE
Washington, DC 20002

ARTICLE X: INITIAL APPOINTMENTS

- A. The initial Chairman of the Board of Directors, commencing from the date the original Articles of Incorporation of the Corporation were filed with the Mayor,

shall be Stephen J. Cloobek and shall hold office until the end of his or her appointed term, unless resignation or removal occurs earlier.

- B. The initial Vice-Chairmen of the Board of Directors, commencing from the date the original Articles of Incorporation of the Corporation were filed with the Mayor, shall be Caroline Beteta and George Fertitta and each shall hold office until the end of his or her appointed term, unless resignation or removal occurs earlier.

ARTICLE XI: AUDIT COMMITTEE

The Board of Directors shall establish an Audit Committee, comprised only of Directors and having such duties, responsibilities and authority as shall be established by or pursuant to the Bylaws or the DC Nonprofit Act.

ARTICLE XII: INCORPORATORS

The names and addresses, including street and number, of the eleven (11) persons who originally incorporated the Corporation are (as of the date of such incorporation) as follows:

Stephen J. Cloobek
Diamond Resorts International
10600 West Charleston Boulevard
Las Vegas, Nevada 89135

Roy Yamaguchi
6600 Kalaniana'ole Hwy
Honolulu, Hawaii 96825

Daniel Halpern
Jackmont Hospitality, LLC
The Equitable Building
100 Peachtree Street
Suite 2200
Atlanta, Georgia 30303

Tom Klein
Sabre Holdings
3150 Sabre Drive
Southlake, TX 76092

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Caroline Beteta
California Travel & Tourism Commission (CTTC)
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Steptoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC 20036

David Lim
Amtrak
10 G Street NE
Washington, DC 20002

ARTICLE XIII: EXCULPATION OF LIABILITY

No director shall be liable to the Corporation or its members (if any), or to any other person so designated as a member but not deemed to be a member in accordance with Article V hereof, for money damages for any action taken, or any failure to take any action, except for (i) the amount of a financial benefit received by such director to which such director was not entitled, (ii) an intentional infliction of harm, (iii) a violation of Section 29-406.33 (Directors Liability for Unlawful Distributions) of the DC Nonprofit Act or (iv) an intentional violation of criminal law. If the DC Nonprofit Act is amended after the effective date of these Restated Articles to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each past or present director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DC Nonprofit Act. Any amendment, repeal or modification of the foregoing provisions of this Article XIII shall not adversely affect any right or protection of a past or present director existing at the time of, or increase the liability of any past or present director of this Corporation with respect to any acts or omissions of such director occurring prior to, such amendment, repeal or modification.

ARTICLE XIV: INDEMNIFICATION


The Corporation shall indemnify a director for liability to any person for any action taken, or any failure to take any action, as a director, subject to such limitations and restrictions or other terms and conditions as are set forth in the Bylaws, except liability for (i) receipt of a financial benefit by a director to which such director was not entitled, (ii) an intentional infliction of harm, (iii) a violation of Section 29-406.33 (Directors Liability for Unlawful Distributions) of the DC Nonprofit Act or (iv) an intentional violation of criminal law.

ARTICLE XV: AMENDMENT AND RESTATEMENT

The Articles of Incorporation of the Corporation, as amended by these Restated Articles, shall constitute an amendment and restatement of, and shall supersede in its entirety, the Articles of Incorporation (as amended) heretofore filed by the Corporation with the Mayor.

[signature page follows]

IN WITNESS WHEREOF, the undersigned, the President and Chief Executive Officer of the Corporation, has executed this Amendment and Restatement to the Articles of Incorporation of the Corporation this 18th day of December, 2012.

By: 
Name: Christopher L. Thompson
Title: President and Chief Executive Officer