

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

**THE CORPORATION FOR TRAVEL PROMOTION
(a District of Columbia not-for-profit corporation)**

The undersigned, being all of the members of the board of Directors (the “**Directors**”) of The Corporation for Travel Promotion, a District of Columbia not-for-profit corporation (the “**Corporation**”) acting pursuant to Section 21-301.99 of the District of Columbia Nonprofit Corporation Act (the “**Act**”), as amended, do hereby consent to and adopt the following resolutions:

I. Articles of Incorporation

RESOLVED, that the Articles of Incorporation for the Corporation filed with the Mayor of the District of Columbia and attached hereto as **Exhibit A** are approved and adopted as the Articles of Incorporation of the Corporation, and that the filing of such Articles of Incorporation with the Mayor of the District of Columbia is hereby ratified, approved and confirmed.

II. Bylaws and Conflict of Interest Policy

RESOLVED, that the Bylaws for the Corporation and Conflicts of Interest Policy, attached hereto respectively as **Exhibit B** and **Exhibit C**, hereby are adopted and approved as the Bylaws and Conflicts of Interest Policy, respectively, of the Corporation.

III. Selection of Directors

RESOLVED, that the Secretary of Commerce (after consultation with the Secretary of Homeland Security and the Secretary of State), through the actions of John C. Connor, Director, Office of White House Liaison at the U.S. Department of Commerce, has selected the Directors named in the Articles of Incorporation.

IV. Appointment of Chairpersons

RESOLVED, that the following Directors are hereby elected to the positions set forth opposite to their respective name, to serve in accordance with, and for the term provided in the Bylaws:

Stephen J. Cloobek	Chairman
George Fertitta	Vice-Chairman
Caroline Beteta	Vice-Chairman

V. Not-for-Profit Corporation

RESOLVED, that the Corporation shall make the statement of election to accept the District of Columbia Nonprofit Corporation Act (the “**Act**”) pursuant to Section 29-301.102 of the Act and to elect Section 501(c)(3) status under the United States Internal Revenue Code of 1986, as amended (the “**Election**”).

FURTHER RESOLVED, pending the appointment of the Executive Director, the Chairman and Vice-Chairmen of the Corporation be, and each of them hereby is, authorized and instructed to take such action, sign, deliver and file such agreements, documents, instruments, certificates, consents and authorizations, appoint such agents, hire such contractors or service providers and do such other things as are deemed necessary by such person to effect the Election in accordance with the Act.

FURTHER RESOLVED, pending the appointment of the Executive Director, the Chairman and Vice-Chairmen of the Corporation be, and each of them hereby is, authorized, and directed to take such other actions and to execute and file such other documents or instruments as they may deem necessary or appropriate in order to give effect to the foregoing resolutions relating to the Election.

VI. Employer Identification Number

RESOLVED, that the Corporation shall file an application for an Employer Identification Number with the Internal Revenue Service to be filed by Katten Muchin Rosenman LLP.

VII. Application for Tax Exemption and Registration with DC Mayor

RESOLVED, pending the appointment of the Executive Director, the Chairman and Vice-Chairmen of the Corporation are hereby authorized to make an application for recognition of exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Application**").

FURTHER RESOLVED, pending the appointment of the Executive Director, the Chairman and Vice-Chairmen of the Corporation are hereby authorized to file the proper registration documents for the Corporation with the office of the Government of the District of Columbia (the "**DC Registration**").

FURTHER RESOLVED, that in connection therewith, engagement of the law firm of Katten Muchin Rosenman LLP to assist in the preparation and filing of the Application and the DC Registration is hereby authorized.

FURTHER RESOLVED, pending the appointment of the Executive Director, the Chairman and Vice-Chairmen of the Corporation are hereby authorized, empowered and directed, in the name and on behalf of the Corporation to execute, deliver and file or caused to be filed with the IRS, the Application, and with the District of Columbia, the DC Registration, and in connection therewith, to take such additional steps and actions as may be deemed necessary to obtain the tax exemption and registration to be granted thereunder.

VIII. Organization and Financing Expenses

RESOLVED, pending the appointment of the Executive Director, the Chairman and Vice-Chairmen of the Corporation be, and each of them hereby is, authorized and directed to pay all of the charges and expenses relating to the organization of the Corporation out of the assets of the Corporation; provided, that all such payments shall be made in accordance with the Act.

IX. Fiscal Year

RESOLVED, that the fiscal year of the Corporation shall be the 12-month period beginning on October 1 with the 2011 fiscal year beginning on the date of incorporation of the Corporation.

X. Bank Depository

RESOLVED, pending the appointment of the Executive Director and Treasurer, the Chairmen and the Vice-Chairmen be, and each of them hereby is, authorized and directed to, at their discretion, open one or more bank accounts (checking, savings or otherwise) in the name of the Corporation in such banks and trust companies as they may select, and that all checks, drafts, and notes for the payment of money drawn against any such accounts, or the drawing of money against any such accounts shall require the signature of such person; that such person be, and each of them hereby is, authorized to prepare, execute and deliver in the name and on behalf of the Corporation and under its corporate seal or otherwise, such designations, applications, certificates and other documents or instruments as may be necessary to open such bank accounts; that the Directors hereby adopt the form of any and all resolutions required by any such bank or trust company to be adopted in connection therewith, which shall thereupon be deemed to have been duly adopted by the Directors and incorporated as part of this resolution with the same force and effect as if attached hereto.

XI. Further Action

RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, pending the appointment of the Executive Director, the Chairman and Vice-Chairmen of the Corporation are hereby authorized and directed to execute, deliver and file all such documents and instruments, and to take all such actions, for and in the name and on behalf of the Corporation, as may be necessary or convenient to carry out the foregoing resolutions.

FURTHER RESOLVED, that any and all actions heretofore taken by the Incorporators of the Corporation or the Directors, or any of them, with respect to and in contemplation of, the transactions authorized by any of the foregoing resolutions, are hereby authorized, approved, ratified and confirmed.

[Signature Page Follows]