

NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION (CCDC)

I. Legal Name, Address and Contact Information

New York Convention Center Development Corporation
633 Third Avenue, 34th Floor
New York, NY 10017

Contact: Barbara Lampen
(212) 803-3110
Blampen@esd.ny.gov

II. Names and Titles of Directors and Officers

Board of Directors:

Michael Carey
Kevin S. Corbett
David Cornstein
Karen He
Vincent Ianelli
Edward P. Kane
George F. Little
Carl H. Lowenson, Jr.
Henry Silverman, Chairman
Joseph Spinnato
Robert K. Steel
Ann Weisbrod
Carl Weisbrod
William Wheeler

Officers:

Barbara Lampen, President
Frances A. Walton, Senior Vice President, Finance
Robert Godley, Treasurer
Eileen McEvoy, Secretary

III. Report of Purpose, Operations and Mission and Projects, Statement of Justification

A. Purpose and Mission:

The New York Convention Center Development Corporation ("CCDC") was incorporated in New York on April 5, 1979 and specifically authorized by Chapter 35 of the Laws of 1979. Initially, the CCDC was formed to acquire, plan, design, construct and develop a

Convention Center on the West side of Manhattan, now known as the Jacob Javitz Convention Center. CCDC was granted all rights of the Urban Development Corporation to carry out these functions and continues to own the facility and lease it to the Convention Center Operating Corporation. Subsequent legislation in 2004 authorized CCDC to issue bonds, renovate and expand the Convention Center.

B. Projects:

1. The expansion and substantial renovation of the Convention Center is still in progress.
2. Bonds issued by CCDC to fund the improvements are still outstanding and being administered by CCDC.
3. CCDC continues to own substantial real estate asset adjacent to the Convention Center and plans how to utilize those assets for the State, including the development of a portion of the High Line Park on CCDC property.

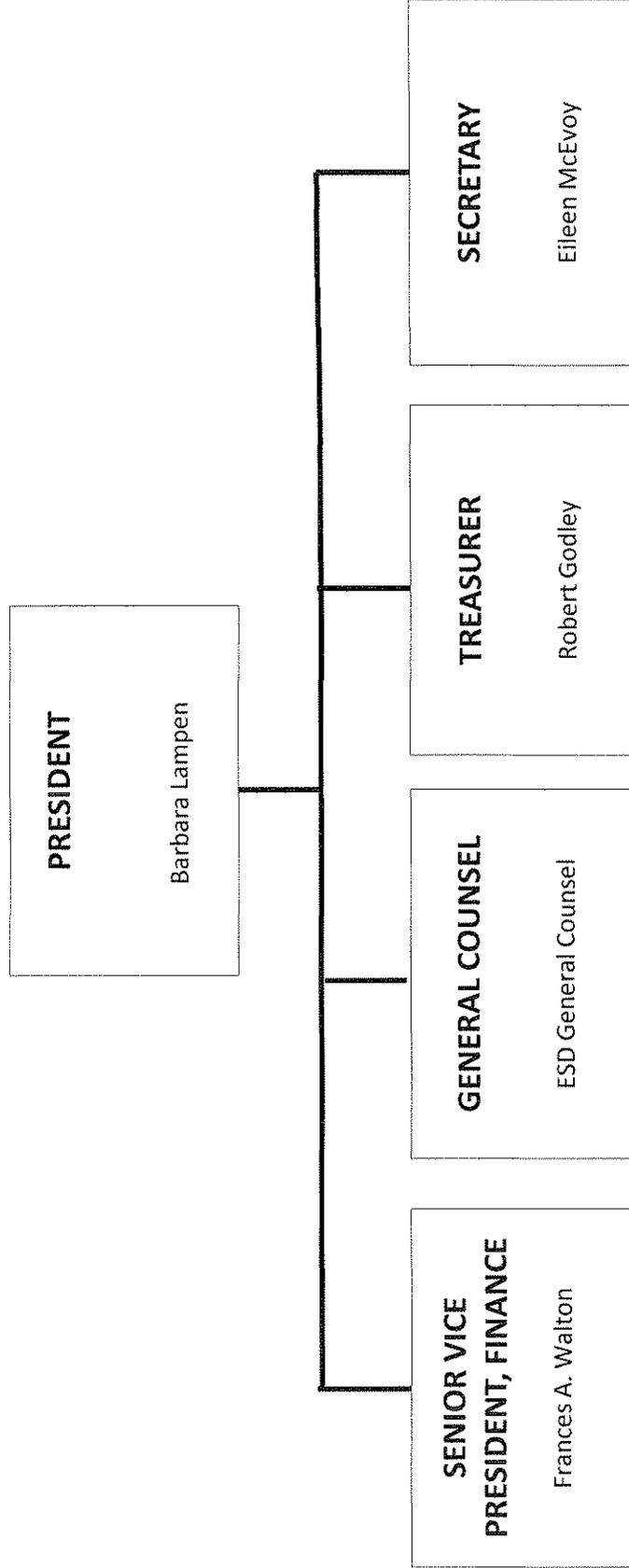
C. Statement of Justification:

CCDC was created and granted powers to own and develop the Convention Center and its surrounding property. The State continues to have a material interest in these substantial and influential assets.

IV. By-Laws and Organizational Documents (Attached)

ORGANIZATIONAL CHART

**NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION
ORGANIZATIONAL CHART
NOVEMBER 2013**



BY-LAWS

BY-LAWS
of
NEW YORK CONVENTION CENTER
DEVELOPMENT CORPORATION

(As Amended Through August 1, 2011)

ARTICLE I
MEETINGS OF STOCKHOLDERS

Section 1. Annual Meetings. The annual meetings of stockholders of the Corporation for the election of directors and the transaction of such other business as may properly come before the meeting, shall be held on the 3rd Tuesday of February in each year, if not a legal holiday, or if a legal holiday, on the next succeeding day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of stockholders, unless otherwise regulated by statute, may be called at any time by the President, by any stockholder or by resolution of the Board of Directors. Such request shall state the purpose of the proposed meeting.

Section 3. Place of Meeting. All meetings of the stockholders shall be held at the principal business office of the Corporation in the State of New York or at such other place as may be designated in the notice of meeting.

Section 4. Notice of Meetings. Notice of each meeting of stockholders shall be in writing and signed by the President or the Secretary or an Assistant Secretary and shall be sent in the manner herein provided to all persons entitled to such notice. Such notice shall state the purpose or purposes for which the

meeting is called and the time when, and the place where, it is to be held, and a copy thereof shall be served, either personally or by mail, to any stockholders of record entitled to vote at such meeting, not less than ten or more than fifty days before the meeting. If mailed, such notice shall be deemed given when deposited in the United States mail, with postage thereon prepaid, directed to each stockholder at his address as it appears on the stock book.

Section 5. Quorum. At each meeting of stockholders there must be present, to constitute a quorum for the transaction of business at such meeting, except as may be otherwise provided by statute, in person or by proxy, stockholders of record owning at least a majority of the outstanding shares entitled to vote at such meeting.

Section 6. Voting. The stockholders shall be entitled to vote at meetings either in person or by proxy appointed by instrument in writing subscribed by the stockholder or his duly authorized attorney. Each stockholder shall be entitled to one vote for each share of Common Stock registered in his name on the books of the Corporation at the time of the meeting, or if a record date shall have been fixed, then at the close of business upon such record date. Except as provided in the Corporation's Certificate of Incorporation with respect to the election, removal or replacement of directors, whenever any corporate action is to be taken by vote of the stockholders, it shall be authorized by the unanimous vote of the stockholders. Voting may be viva voce, but any qualified voter may demand a written ballot.

Section 7. Action Without Meetings. The stockholders may also take any action which could be taken at a meeting without a meeting by unanimous written consent pursuant to Section 615 of the Business Corporation Law.

Section 8. Intentionally Deleted

ARTICLE II
BOARD OF DIRECTORS

Section 1. Number. The property, affairs and business of the Corporation shall be managed under the direction of the Board of Directors which shall consist of fourteen (14) in number who need not be stockholders, or officers, directors or employees of stockholders.

Section 2. Election. Directors, other than those elected by the Incorporator, shall be elected annually or at a special meeting of stockholders called for the purpose or at a separate meeting or by written consent. The holder of the Corporation's UDC Common Stock shall elect seven directors and the holder of the Corporation's TBTA Common Stock shall elect seven directors, each voting separately and as a class. Each stockholder shall elect one director upon written recommendation of each of the following: the Mayor of New York City, the Speaker of the Assembly, and the Temporary President of the Senate. Each director shall continue in office until the annual meeting of stockholders held next after his election, or until the earlier expiration of the term for which he was elected, and until his successor shall

have been elected and have taken office or until his earlier death, resignation or removal.

Section 3. Regular Meetings. The Board of Directors by resolution may provide for the holding of regular meetings of the Board and may fix the time and place for the holding of such meetings. Notice of regular meetings need not be given.

Section 4. Special Meetings. Special meetings of the Board may be called by the President and shall be called by the President or Secretary upon the written request of one or more directors.

Section 5. Notice of Special Meetings. Notice of the time and place of each special meeting of the Board shall be served upon each director in one of the following ways:
by ordinary mail directed to him at his usual place of business or residence at least five (5) days before the day of the meeting, by delivering the same to him personally at least two (2) days before the day of the meeting, by sending the same to him by telegram, cablegram or radio message, or by notifying him by telephone at least three (3) days before the day of the meeting. A meeting of the Board of Directors shall be a legal meeting without any notice if all directors then in office are present or if all absent directors shall have waived notice by signing a written waiver or by telegram, or cablegram, executed before, at or after the holding thereof.

Section 6. Quorum and Adjournment. The presence of a majority of the directors then in office shall constitute

a quorum at any meeting, provided that at least one of the directors elected by the holder of each class of the Corporation's Common Stock shall be present. A majority of the directors present at any meeting, although less than a quorum, may adjourn the same from time to time, without further notice, until a quorum shall attend. No additional notice need be given of such adjourned meeting.

Section 7. Voting. Any action taken by the directors of the Corporation shall be taken by majority vote of the directors then in office, provided that the affirmative vote of at least one of the directors elected by the holder of each class of the Corporation's Common Stock shall be required for the directors to take action. A director may appoint a designee hereunder by delivering to the Secretary a written designation containing such limitations as to the length of time such designation shall be operative or the contracts to which such designation shall pertain, or otherwise, as the director shall specify. Notwithstanding any provisions in a designation to the contrary, every designation shall be revocable at the pleasure of the director executing it by written notice to the Secretary of such revocation. The death, resignation or removal of a director shall automatically revoke any designation made by him.

Section 8. Action by Directors Without a Meeting.
Any action required or permitted to be taken by the Board or

any Committee thereof may be taken without a meeting if all of the members of the Board or the Committee consent in writing to the adoption of a resolution authorizing the action.

Section 9. Participation by Telephone. Any one or more members of the Board or any Committee thereof may participate in a meeting of the Board or such Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

Section 10. Removal of Directors. Any director may be removed either with or without cause at any time by the affirmative vote of the holder of the class of Common Stock which elected him. A Director may be so removed at any annual or special meeting of stockholders or at a separate meeting or by written consent.

Section 11. Vacancies. Any vacancy in the Board occasioned by the death, resignation or removal of a director may be filled for the remainder of his term of office by the affirmative vote of the holder of the class of Common Stock which elected the director whose death, resignation or removal created such vacancy at any annual or special meeting of stockholders or at a separate meeting or by written consent.

Section 12. Compensation. No director or officer of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation, except as provided by the Board.

Section 13. Committees. The Board of Directors may appoint, by vote, such committees, and, subject to Section 7 of this Article, may delegate such powers and duties to them, as the Board may deem advisable.

Section 14. Resignations. Any director may resign from his office at any time by delivering his resignation in writing to the Corporation, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

ARTICLE III
OFFICERS

Section 1. Number and Designation. The officers shall be a President, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers and such other officers as may be appointed by the Board of Directors. All officers shall hold office until their death, removal, resignation or the election of their successors. Any officer who is also a director of the Corporation shall automatically cease to be an officer of the Corporation if he ceases to be a director. One person may hold any two or more offices except those of President and Secretary.

Section 2. President. The President shall be the Chief Executive Officer and, subject to the direction of the Board of Directors, shall have general control of the business of the Corporation and shall supervise the work of the other officers. The President need not be a director. The President may attend meetings of the Board of Directors and may submit such recommendations and information as he may consider proper concerning the business, duties and affairs of the Corporation. He shall preside at all meetings of shareholders and, if there is no member of the Board of Directors designated by the directors to preside at meetings of the directors, the President shall preside at such meetings. He may sign in the name of the Corporation any and all contracts or other instruments authorized by the Board in accordance

with these By-Laws.

Section 3. Intentionally deleted.

Section 4. Secretary. The Secretary shall cause notices of all meetings to be served as prescribed in these By-Laws, shall keep the minutes of all meetings, shall have charge of the seal of the Corporation and the corporate records and shall affix the seal to all certificates representing shares of the Corporation, if required on such certificates, and to such other papers or documents as may be proper and, when the seal is so affixed, he shall attest the same by his signature whenever required and shall perform such other duties as are assigned to him by the President or the Board. Any Assistant Secretary shall be empowered to perform all of the duties of the Secretary.

Section 5. Treasurer. The Treasurer shall have the custody of all monies and securities of the company and shall keep or cause to be kept regular books of the accounts of the Corporation. He shall account to the President and the Board, whenever they may require it, with respect to all his transactions as Treasurer and the financial condition of the Corporation, and shall perform all other duties that are assigned to him by the President or the Board. Any Assistant Treasurer shall be empowered to perform all of the duties of the

Treasurer.

Section 6. Other Officers. Such other officers as the Board may appoint, including additional or Assistant Vice Presidents, shall perform such duties have such authority as the Board may determine.

Section 7. Removal. Any officer may be removed, either with or without cause, at any time by the affirmative vote of a majority of the entire Board, provided that the affirmative vote of at least one of the directors elected by the holder of each class of the Corporation's Common Stock shall be required for such action. Any officer may also be removed by the unanimous vote of the stockholders.

Article III (A)

Section 1. Advisory Board. There shall be, in addition to the Board of Directors and officers provided for by Articles II and III hereof respectively, an advisory board for the Corporation to be known as the New York Convention Center Development Corporation Advisory Board (the "Advisory Board"). It shall consist of four members, two of whom shall be ex-officio the two persons who from time to time occupy the positions, respectively, of Commissioner of General Services and Director, Division of the Budget, of the State of New York. Each of them shall designate one additional member who is an employee of the State of New York.

Section 2. Powers, Duties and Compensation.

The members of the Advisory Board shall serve without compensation. Each of them (or their delegates) shall receive all notices, documents, data, information, and materials furnished to members of the Board of Directors. They shall be entitled to attend all meetings of the Board of Directors and of any committees thereof, to participate in the discussions debate and deliberations of the Board of Directors and any committee thereof, but shall not be empowered to vote upon or be deemed to have the right to vote upon any matter requiring a vote of the directors of the Corporation, nor shall they or any of them be deemed a director or a member of the Board of Directors of the Corporation for any purpose whatsoever, including without limitation of the foregoing the taking of any action required or permitted by Section 5(2) of Chapter 35 of the Laws of 1979, as may be supplemented or amended.

ARTICLE IV
CONTRACTS AND BANK ACCOUNTS

Section 1. The Board of Directors may authorize any officer or officers, agent or agents, to take any action and to enter into any contract or execute and deliver all kinds of instruments, including but not limited to checks, notes, drafts and bills of exchange in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. The funds of the Corporation shall be deposited with such banks or other depositories, and shall be subject to withdrawal under such regulations as shall be

adopted from time to time by the Board.

ARTICLE V
CAPITAL SHARES

Section 1. Certificates. Certificates of shares in the Corporation shall be in such form as shall be approved by the Board. They shall be signed by the President and by the Secretary, Assistant Secretary or Treasurer, and sealed with the seal of the Corporation; and in appropriate books of record shall be entered the name of the person owning the shares represented by each certificate, the number of shares and the date of issuance. All Certificates exchanged and returned to the Corporation shall be marked "Cancelled", with the date of cancellation by the President, the Secretary, Assistant Secretary or the Treasurer, and shall be filed among the corporate records of the Corporation.

Section 2. Lost, Stolen and Destroyed Certificates. In the case of lost, stolen or destroyed certificates, new certificates may be issued to take the place thereof upon receipt by the Corporation of such bond of indemnity, and under such regulations, as shall be prescribed by the Board of Directors, but the giving of a bond of indemnity may be waived by the Board.

ARTICLE VI
FISCAL YEAR

Section 1. The fiscal year of the Corporation shall commence April 1 of each calendar year and conclude on March 31 of the following calendar year, except for the first fiscal year of the Corporation which shall commence on the day the Corporation is incorporated, and conclude on October 31, 1979.

ARTICLE VII
INTERESTED DIRECTORS

Section 1. Unless otherwise provided by law and subject to Article Eighth of the Certificate of Incorporation of the Corporation, no contract or other transaction between the Corporation and any other corporation, firm, association or other entity (including any State instrumentality) in which one or more of its directors or officers are directors or officers or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the Board of Directors, or of any Committee thereof, which approves such contract or transaction or that his or their votes are counted for-such purpose:

1. If the material facts as to such directors' or officers' interest in such contractor transaction and as to any such common directorship, officership, financial interest or affiliation are disclosed in good faith or known to the directors and the directors approve such contract or transaction by unanimous vote of the disinterested directors and by such vote as is required under Section 7 of Article II of these

By-Laws; or

2. If the material facts as to such directors' or officers' interest in such contract or transaction and as to any such common directorship, officership, financial interest or affiliation are disclosed in good faith or known to the stockholders entitled to vote thereon, and such contract or transaction is approved by unanimous vote of the stockholders.

Common, interested or affiliated directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or Committee thereof which authorizes such contract or transaction.

ARTICLE VIII INDEMNIFICATION

*Section 1. (a) General Scope of Indemnification.

The provisions of this Article for indemnification shall be in addition to and shall not supplant any indemnification by the State heretofore or hereafter conferred upon any director, officer or employee by any statute, by Section 17 of the Public Officers Law, or otherwise. This Article is to be construed liberally in favor of each director, officer and employee of the Corporation to the fullest extent permitted by law, and any ambiguity, uncertainty or reasonable doubt as to facts, interpretation or legal conclusions shall be resolved in favor of such director, officer or employee. The provisions of this Article shall inure only to the directors, officers or employees of the Corporation or of its sub-

sidiaries, and to their estates, shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance.

(b) Directors and Officers. The Corporation shall save harmless and indemnify any person (or his estate) who shall have served as a director or officer of the Corporation or of a subsidiary of the Corporation against financial loss or reasonable litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Corporation or of a subsidiary of the Corporation, or (b) any act or failure to act by any such director or officer while engaged in the discharge of his duties on behalf of the Corporation or its subsidiaries. In the event any such claim, demand, suit, action or proceeding shall occur, such director or officer shall be saved harmless and indemnified to the fullest extent possible consistent with Article Seven of the Business Corporation Law.

(c) Employees. The Corporation shall save harmless and indemnify any person (or his estate) who shall have served as an employee of the Corporation or of a subsidiary of the Corporation against financial loss or reasonable litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or

criminal, or the defense thereof, and arising out of (a) any transaction of the Corporation or of a subsidiary of the Corporation, or (b) any act or failure to act by any such employee while engaged in the discharge of his duties on behalf of the Corporation, or its subsidiaries. In the event any such claim, demand, suit, action or proceeding shall occur, such employee shall be saved harmless and indemnified to the fullest extent as herein provided, unless such individual is found by a final judicial determination not to have acted, in good faith, for a purpose which he reasonably believed to be in the best interests of the Corporation or of its subsidiaries, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his conduct was lawful.

Section 2. Conditions Precedent and Representation of Persons Indemnified. Except in a criminal proceeding, the right to indemnification shall be conditioned on (a) the prompt delivery to the Corporation of a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding, (b) a contemporaneous offer to name counsel to the Corporation as counsel to the said director, officer or employee in the defense of such claim, demand, suit, action or proceedings and (c) the full cooperation of the said director, officer or employee, in the event the offer is accepted, in the making

of such defense. The Corporation may, either by its own staff counsel or by outside counsel of its choice, accept the offer and assume the representation of any person who becomes a party to the claim, demand, suit, action or proceeding, except in situations in which (a) choice of counsel is governed by statute, or (b) the Corporation's counsel determines that it is inappropriate or inadvisable for such person to be represented by counsel chosen by the Corporation. In the event the Corporation does not assume such representation, such person shall have the right to engage private counsel of his choice and the Corporation shall have the obligation of indemnification for the reasonable fees and expenses of such private counsel as provided in this Article and, to the extent applicable, Article Seven of the Business Corporation Law; provided, however, that the Corporation as a condition to such indemnification for the cost of private counsel may, and where the Attorney General has so required as a condition to any indemnification by the State of New York pursuant to statute shall, require appropriate groups of persons to be represented by the same counsel.

Section 3. Advances of Expenses. (a) Directors and Officers. A director or officer who becomes a party to an

action or proceeding may request that the Corporation advance expenses pending the final disposition of such action or proceeding. Such advancement shall be made in the manner delineated by Section 724 of the Business Corporation Law.

(b) Employees. Reasonable litigation expenses incurred by an employee who becomes a party to an action or proceeding shall be paid by the Corporation from time to time pending the final disposition of such action or proceeding without necessity for any authorization, findings, or other action by the directors prior to the making of such advances; provided, however, that the directors (i) may make a preliminary finding at any time prior to the final disposition of such action or proceeding that it then appears that an employee has clearly not acted, in good faith, for a purpose reasonably believed to be in the best interests of the Corporation or of its subsidiaries and, in criminal actions or proceedings, in addition, that the employee clearly had not had reasonable cause to believe that his conduct was lawful, or may seek an opinion in writing of outside legal counsel with respect to that issue, and if such a preliminary finding shall be made or a negative opinion on that issue shall be given, no further advances under this paragraph shall be made with respect to expenses of such employee, and (ii) may determine, or provide for the determination of, the reasonableness of expenses sought to be advanced.

(c) Repayment. The Corporation shall

require each person receiving amounts advanced under paragraph (a) or (b) of this Section to agree in writing that the same shall be repaid if the person receiving such advances is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by the Corporation or allowed by a court exceed the indemnification to which he is ultimately found to be entitled.

ARTICLE IX
AMENDMENTS

Section 1. The By-Laws may be altered, amended or repealed, and new By-Laws added, either by the stockholders or by the directors; provided that any By-Laws relating to the number, quorum, voting or removal of directors may be added, altered, amended or repealed only by the stockholders.

ARTICLE X
DIVIDENDS

Section 1. The Board of Directors shall by vote declare dividends from the available net earnings of the Corporation whenever, in their opinion, the condition of the corporation's affairs will render it expedient for such dividends to be declared.

ARTICLE XI
SEAL

Section 1. The seal of the Corporation shall be circular in form and shall bear the name of the Corporation, the words "Corporate Seal", the year of incorporation and the words "New York", and may be affixed to any instrument by causing it to be impressed or otherwise reproduced thereon.

CERTIFICATE
OF
INCORPORATION

CSC 45
DRAW/DOWN

110801000 45

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

THE UNDERSIGNED, being the sole stockholders of NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION do hereby certify and set forth:

1. The name of the corporation is NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION (the "Corporation");
2. The certificate of incorporation of the Corporation was filed by the Department of State on the 5th day of April, 1979.
3. Paragraph EIGHTH of said certificate of incorporation, which sets forth certain voting requirements applicable to the Corporation's board of directors, is hereby amended to read as follows:

Eighth: Any action taken by the directors of the Corporation shall be taken by majority vote of such directors then in office or such other vote required by applicable law.
4. This amendment to the certificate of incorporation of the Corporation was authorized by signed written consent of the sole stockholders dated September 22, 2008.

IN WITNESS WHEREOF, I have executed and subscribed this Certificate and do affirm the foregoing as true under the penalties of perjury, this 22 day of September, 2008.

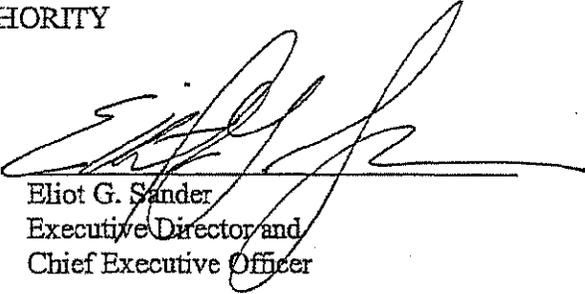
Dated: ^{August} February 21, 2008

NEW YORK STATE URBAN DEVELOPMENT
CORPORATION d/b/a EMPIRE STATE
DEVELOPMENT CORPORATION

By: 
Avi Schick
President and Chief Operating Officer

Dated: ^{September} February 22, 2008

TRIBOROUGH BRIDGE & TUNNEL
AUTHORITY

By: 
Eliot G. Sander
Executive Director and
Chief Executive Officer

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 August 2, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

110801000 451

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DRAW DOWN

CERTIFICATE OF AMENDMENT
OF
NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION
(under Section 805 of the Business Corporation Law)

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STATE OF NEW YORK
DEPARTMENT OF STATE

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BY: JTO
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FILED BY: NEW YORK STATE URBAN
DEVELOPMENT CORPORATION
633 Third Avenue
New York, New York 10017

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CERTIFICATE OF INCORPORATION
OF

NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION

Under Section 402 of the Business Corporation Law

THE UNDERSIGNED, being a natural person of the age of eighteen years or over, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify:

A565721

FIRST: The name of the corporation is NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION (the "Corporation").

SECOND: The Corporation is the subsidiary of the New York State Urban Development Corporation ("UDC") established subject to and in accordance with Section 5 of Chapter 35 of the Laws of 1979 and pursuant to Section 12 of the New York State Urban Development Corporation Act (the "UDC Act").

THIRD: The purposes for which the Corporation is formed are to facilitate performance of the essential governmental functions entrusted to UDC under the UDC Act, and to exercise all or any part of such functions, with respect to studies, site acquisition, planning, design, construction and development of a "convention center", as that term is defined in Section 2 of Chapter 35 of the Laws of 1979 and any Acts amendatory thereof, to be built in New York County at a location generally bounded by thirty-ninth street on the

north, thirtieth street on the south, eleventh avenue on the east and twelfth avenue on the west (the "convention center"), including without limitation:

(a) to acquire in the name of the Corporation by purchase, grant or gift, or by the exercise of the power of eminent domain pursuant to the eminent domain procedure law, or otherwise, real or personal property, or any interest therein deemed necessary or desirable for the convention center, including leasehold interests, air and subsurface rights, easements and lands under water at the site of the convention center or in the general vicinity thereof, and to subject such property or any interest therein to a lien securing any negotiable notes, bonds or other obligations issued by Triborough Bridge and Tunnel Authority for the purpose of financing the development of the convention center; and

(b) to plan and design, subject to the approval of the New York Convention Center Operating Corporation, a public benefit corporation created under Section 17 of Chapter 35 of the Laws of 1979 (the "Operating Corporation"), and to construct and develop the convention center, subject to subdivision (5) of Section 5 of Chapter 35 of the Laws of 1979; and

(c) to enter into such agreements with the City of New York, the State of New York, UDC, the Operating

Corporation and Triborough Bridge and Tunnel Authority as the parties thereto deem appropriate to effectuate the provisions of Chapter 35 of the Laws of 1979; and

(d) to take all actions necessary or appropriate in furtherance of these purposes.

The Corporation shall have all powers conferred upon a business corporation by the laws of the State of New York, all the powers, privileges, immunities, tax exemptions and other exemptions of UDC which UDC now has or which UDC shall hereafter acquire to the extent the same are not inconsistent with the Business Corporation Law or Chapter 35 of the Laws of 1979, and all powers conferred upon the Corporation by Chapter 35 of the Laws of 1979.

FOURTH: The office of the Corporation is to be located in the City, County and State of New York.

FIFTH: (A) The aggregate number of shares which the Corporation shall have authority to issue is one hundred fifty (150) shares of Common Stock, which are to be divided into classes as follows:

One hundred (100) shares designated UDC Common Stock having a par value of one dollar (\$1.00) per share; and

Fifty (50) shares designated TBTA Common Stock having a par value of two dollars (\$2.00) per share.

(B) The holder of the UDC Common Stock shall be entitled to elect one half of the members of the Board of Directors and the holder of the TBTA Common Stock shall be entitled to elect the balance of the Board of Directors, each voting separately and as a class, and each class voting as a class shall be entitled to remove or replace (with or without cause) any person so elected by it. The holder of the UDC Common Stock and the holder of the TBTA Common Stock shall be entitled to one vote per share, voting together and not as separate classes, upon all matters other than the election of the Board of Directors. Except for the election or removal of directors, any action taken by the stockholders shall be taken by unanimous vote.

Any vacancy in the Board occasioned by the death, resignation or removal of a director may be filled for the remainder of such director's term of office by the vote of the holder of the shares of the class which elected the director whose death, resignation or removal created such vacancy.

(C) Each share of Common Stock shall be equal to every other share of Common Stock except as provided above and except that in the distribution of dividends or assets and upon liquidation, UDC Common Stock in the aggregate and TBTA Common Stock in the aggregate shall share equally.

SIXTH: The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

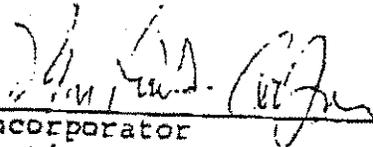
New York Convention Center
Development Corporation
c/o New York State Urban
Development Corporation
1345 Avenue of the Americas
New York, New York 10019

SEVENTH: The accounting period which the Corporation intends to establish as its first fiscal year for general business purposes is the fiscal year ending October 31, 1979. Under the provisions of Section 22 of the UDC Act, the Corporation is exempt from payment of the franchise tax on business corporations imposed by Article 9-A of the Tax Law of the State of New York.

EIGHTH: Any action taken by the directors of the Corporation shall be taken by majority vote of such directors then in office, provided that the affirmative vote of at least one of the directors elected by the holder of each class of Common Stock shall be required for the directors to take action; provided, however, that no contract for the acquisition of property for the convention center, or for development, planning, design or construction thereof, and

no agreement supplementing, modifying or rescinding any such contract, shall be entered into by the Corporation without the written approval of each member of the Board of Directors then in office (or the designee of such member, who may be another member of such Board).

IN WITNESS WHEREOF, I have executed and subscribed this Certificate and do affirm the foregoing as true under the penalties of perjury this 4th day of April, 1979.



Incorporator
Martin S. Cooper
1345 Avenue of the Americas
New York, New York 10019