

BY-LAWS  
OF  
HILTON CADETS YOUTH TRAVEL BASEBALL, INC.  
Effective as of March 19, 2009

ARTICLE I  
MEMBERS

Section 1. Membership. Membership shall be open to all persons interested in the purposes of Hilton Cadets Youth Travel Baseball, Inc. (the "Corporation"). Such persons shall become members (the "Members") when they pay membership dues established by the Board of Directors of the Corporation (the "Board"). The Board may establish such other criteria for membership as they deem appropriate.

Section 2. Meetings. The annual meeting of the Members for the election of the officers and for the transaction of such other business as may come before the Members shall be held each year at the place (which may be either within or outside the State of New York), time and date, in the month fixed by the Board, or, if not so fixed, as may be determined by the Chairperson of the Board. Special meetings shall be held whenever initiated majority vote of the Board, the Chairperson of the Board, or by a written demand to the Secretary of ten percent (10%) of the Members eligible to vote.

The Secretary upon receiving the written demand of the Members or majority consent of the Board shall promptly give notice of such meeting as provided below, or if the Secretary fails to do so within five business days thereafter, any Member signing such demand may give such notice.

Section 3. Notice of Meetings. Written notice of the place, date and hour of any meeting shall be given to each Member entitled to vote at such meeting by mailing the notice by first class mail, postage prepaid, or by personal delivery, or by e-mail not less than ten nor more than fifty days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

Section 4. Quorum. Adjournments of Meetings. At all meetings of the members, a majority of the Members, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Members present in person or by proxy may adjourn the meeting. Notice of the new meeting is not required if the time and place for the new meeting are announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 5. Organization. The President of the Corporation shall preside at all meetings of the Members or, in the absence of the President, an acting President shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 6. Voting. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one vote. Upon demand of any Member, any vote for officers or upon any question before the meeting shall be by ballot. The record eligibility of voting rights of the Members shall be posted before the date of the meeting.

Section 7. Action by the Members. Except as otherwise provided by statute or by these By-Laws, any corporate action authorized by a majority of the votes cast at a meeting of Members shall be the act of the Members. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by a majority of the Members.

Section 8. Special Actions Requiring Vote of Members: The following corporate actions may not be taken without approval of the Members:

- (a) a majority of the votes cast at a meeting of the Members is required for (1) any amendment of or change to the certificate of incorporation, or (2) a petition for judicial dissolution;
- (b) two-thirds of the votes cast at a meeting of the Members is required for (1) disposing of all, or substantially all, of the assets of the Corporation. (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding.

provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

## ARTICLE II BOARD OF DIRECTORS

Section 1. Powers and Number. The property, affairs and activities of the Corporation shall be managed and controlled and its powers exercised by the Board. The minimum number of directors constituting the entire Board after the first annual meeting of the members shall be three (3). Each Director shall be at least eighteen (18) years of age.

Section 2. Election and Term of Office. The initial Directors of the Board shall be the persons named in the Certificate of Incorporation. They shall serve until the first annual meeting of the Board. The Directors shall be elected to hold office for one-year terms, provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. Directors shall be elected by the previous Board by a majority of the votes cast or by majority consent of the Board without a meeting pursuant to the rules for actions as stated in these By-Laws. If an increase in the number of Directors is voted upon by the Board, the total number of Directors

must equal an odd number (i.e. 3, 5 7, 9). Directors shall appoint a Chairperson of the Board.

Section 3. Newly Created Directorships and Vacancies. Newly created directorships and vacancies among the Directors for any reason may be filled by vote of a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next annual meeting of the Directors.

Section 4. Resignations. Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by Chairperson of the Board. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

Section 5. Removal. Any Director may be removed at any time with cause by a majority vote of the Board then in office at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board then in office.

Section 6. Meetings. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The annual meeting of the Board in each year shall be held immediately following the annual meeting of the Members. Other regular meetings of the Board shall be held no less than two (2) times during the year. Special meetings of the Board shall be held whenever called by a majority of the Board or the Chairperson of the Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 7. Quorum and Voting. Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these By-Laws, 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. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 8. Action by the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Directors of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more Directors of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone, email or similar communications equipment by means of which all persons participating in the meeting can communicate each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 9. Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be mailed to each director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary) or by email, at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by telegram or cablegram or given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Director who submits a signed 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 or her. No notice need be given of any adjourned meeting.

Section 10. Compensation. No compensation shall be paid to Directors.

### ARTICLE III OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and such other officers, if any, as the Members may elect. One person may hold more than one office in the Corporation except that no one person may hold the offices of President and Secretary. The President shall be a Director of the Corporation; the other officers need not be Directors of the Corporation. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Election and Term of office. The officers of the Corporation shall be elected at the annual meeting of the Members. Each such officer, whether elected at the annual meeting or to fill a vacancy or otherwise, shall hold office until the close of the election of officers at the annual meeting next held after his or her election, or until a successor shall have been elected and shall qualify, or until the death, resignation or removal of such officer, whichever is earlier.

Section 3. Employees and Other Agents. The Board may appoint from time to time such employees and other agents as it shall deem necessary, and shall have such authority and perform such duties and shall receive such reasonable compensation as a majority of the Board may from time to time determine. No such employee or agent need be a Director of the Corporation. To the full extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, authorities and duties.

Section 4. Removal. Any employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Board.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board.

Section 6. President: Powers and Duties. The President shall preside at all meetings of the Members. The President shall have general supervision of the affairs of the Corporation, and shall keep the Board fully informed about the activities of the Corporation. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President, and shall perform such other duties as from time to time may be assigned by the Board.

Section 7. Vice President: Powers and Duties. The Vice Presidents shall have such powers and duties as may be assigned to them by the Board. In the absence of the President, the Vice President(s), in the order designated by the Board, shall perform the duties of the President.

Section 8. Secretary: Powers and Duties. The Secretary shall keep the minutes of the annual meetings of the members and Board and all meetings of the Board in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

Section 9. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. At the annual meeting of the Board and whenever else required by the Board, he or she shall render a statement of the Corporation's accounts. He or she shall at all reasonable times exhibit the Corporation's books and accounts to any officer or director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board, and shall when required, give such security for the faithful performance of his or her duties as the Board may determine.

Section 10. Compensation. Any officer, employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority vote of the Board, and only when so authorized.

#### ARTICLE IV COMMITTEES

Section 1. Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committees. The Chairperson of the Board shall appoint the chairperson of each committee. Each committee so appointed shall consist of three or more directors and, to the extent provided in the resolution

establishing it, shall have all the authority of the Board except as to the following matters:

1. the filling of vacancies on the Board or on any committee;
2. the amendment or repeal of the By-Laws or the adoption of the new By-Laws;
3. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
4. the fixing of compensation of the directors for serving on the Board or any committee.

Special committees may be appointed by the Chairperson of the Board with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

Section 2. Committees of the Corporation. The Board or the Members may create committees of the Corporation. Committees created by the Board shall be appointed by the Chairperson of the Board with the consent of the Board. Committees created by the Members shall be elected by the members, unless the members authorize the Chairperson of the Board to appoint said committees with the consent of the Board.

## ARTICLE V CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

## ARTICLE VI OFFICE AND BOOKS

Section 1. Office. The office of the Corporation shall be located at such place as the Board may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these By-Laws, and all minutes of meetings of the Members and of the Board.

ARTICLE VII  
FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board.

ARTICLE VIII  
INDEMNIFICATION

Section 1. The Corporation shall indemnify any person (and that person's heirs, executors, or administrators) who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or such heirs, executors, or administrators in connection with such action, suit or proceeding including appeals.

Section 2. The Corporation shall pay expenses as incurred in defending any action, suit or proceeding described in subsection (a) of the Article in advance of the final disposition of such action, suit or proceeding including appeals.

Section 3. The Corporation may purchase and maintain insurance on behalf of any person described in subsection (1) of this Article against any liability asserted against him, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or otherwise.

Section 4. The provisions of this Article shall be applicable to all actions, claims, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after is adoption. The provisions of this Article shall be deemed to be a contract between the Corporation and each director, officer, employee, or agent who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of New York and other applicable law, in any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state or facts or any action, suit, or proceeding then or theretofore existing, or any action, suit, or proceeding thereafter brought or threatened based in whole or in part on any such state of facts. If any provisions of this Article shall be found to be invalid or limited in application by reason of any law or regulation, it shall not affect the validity of the remaining provisions hereof. The rights of indemnification provided in this Article shall neither be exclusive of, nor be deemed in limitation of, any rights to which any such officer, director, employee, or agent may otherwise be entitled or permitted by contract, the Certificate of Incorporation, vote of directors, or otherwise, or as a matter of law, both as to actions

in his official capacity and actions in any other capacity while holding such office, it being the policy of the Corporation that indemnification of the specified individuals shall be made to the fullest extent permitted by law.

Section 5. For purposes of this Article, reference to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee, or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

#### ARTICLE IX CONFLICTS POLICY

Section 1. Any conflict of interest (or potential conflict of interest) which could result in a direct or indirect financial or personal benefit to a Director, officer, staff member or committee member must be disclosed. The Board of Directors shall adopt and maintain a policy regarding conflicts of interest, and such policy may be amended from time to time.

Section 2. A conflict of interest disclosure statement shall be furnished annually to the Board by each Director, officer and staff member. The disclosure statements shall be reviewed annually by the Board of Directors or by a committee thereof.

#### ARTICLE X AMENDMENTS

These By-Laws may be amended or repealed by the affirmative vote of a majority of the entire Board at any meeting of the Board, or by the Members of the Corporation at a meeting duly called for the purpose of altering these By-Laws, providing notice of the proposed alteration has been included in the notice of meeting.