

AMENDED AND RESTATED

BY-LAWS

OF

Louisiana Digital Gaming Initiative ("LDGI")

AS ADOPTED ON August 16, 2010

ARTICLE I: PRINCIPAL OFFICE AND REGISTERED AGENT

- **Principal Office.** The principal office of the Louisiana Digital Gaming Initiative, Inc., a non-profit corporation incorporated under the laws of the State of Louisiana (hereinafter, the 'Louisiana Digital Gaming Initiative'), shall be in the State of Louisiana.
- **Other Offices.** The Louisiana Digital Gaming Initiative may have such other office or offices at such suitable place or places within or without the State of Louisiana as may be designated from time to time by the Board of Directors of the Louisiana.
- **Registered Agent.** The Louisiana Digital Gaming Initiative shall have and continuously maintain in service a registered agent in the State of Louisiana, who shall be an individual resident of the State of Louisiana or a corporation, whether for profit or not for profit.

ARTICLE II: SEAL

The corporation may, but shall not be required to, have a corporate seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Louisiana".

ARTICLE III: PURPOSES

The purposes of the Louisiana Digital Gaming Initiative, subject to the limitations of Article VIII hereof, are to advance education, community and economic development, and to further other charitable, educational, and scientific purposes, in the field of the promotion of free enterprise,

government agencies and Louisiana's current manufacturing firms as pertaining to Louisiana and the United States; to publish, to conduct seminars, marketing efforts and event, and to engage in economic and business development in furtherance of such purposes; and the Association shall be empowered to engage in such other and further means as may be necessary and proper to accomplish the foregoing objects and purposes.

ARTICLE IV: BOARD OF DIRECTORS

- **General Authority.** There shall be a Board of Directors of the Louisiana Digital Gaming Initiative, which shall manage, supervise and control the business, property and affairs of the Louisiana Digital Gaming Initiative. The Board of Directors shall be vested with the powers to appoint and remunerate agents and employees, to disburse the funds of the Louisiana Digital Gaming Initiative, and to adopt such rules and regulations for the conduct of its business, responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or Bylaws of the Louisiana Digital Gaming Initiative (in their present form or as they may be amended) or to any applicable law. The Board of Directors shall not have the power to determine the policy positions of the Louisiana Digital Gaming Initiative, which authority shall reside with the officers of the Louisiana Digital Gaming Initiative, as described in Article IV, paragraph A.
- **Membership.** The Board of Directors of the Louisiana Digital Gaming Initiative shall be composed of at least three (3) individuals, but not more than thirty (30) individuals, commencing with the individuals named in Articles of Incorporation of the Louisiana Digital Gaming Initiative. Vacancies, as they occur on the Board of Directors by resignation, death, incapacity or the like, of one or more members thereof, shall be filled by act of a majority of the Board of Directors of the Louisiana Digital Gaming Initiative. There shall be two (2) ex officio members of the Board of Directors. These shall be officers of the Louisiana Digital Gaming Initiative, as described in Article IV, paragraph A. The officers of the Louisiana Digital Gaming Initiative may hold positions of office upon the Board of Directors of the Louisiana Digital Gaming Initiative, as described in Article III, paragraph F.
- **Term of Office.** Each director of the Louisiana Digital Gaming Initiative shall serve for a term of one (1) year following their membership fees and terminates if renewal of membership hasn't been compensated.

- Resignation. Any director may resign at any time by giving written notice to the Chief Executive Officer, who shall bring such resignation to the attention of directors and officers of the Louisiana Digital Gaming Initiative in a timely manner and, in any case, before the next meeting of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairman of the Board of Directors, as described in Article III, paragraph F.

- Removal. Any director may be removed from such office by a two-thirds vote of the directors at any regular or special meeting of the Board of Directors at which a quorum is present, for: (1) violation of these Bylaws; or (2) engaging in any other conduct prejudicial to the best interests of the Louisiana Digital Gaming Initiative. Such removal may occur only if the director involved is first provided: (1) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the Board of Directors scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director; (2) an opportunity to appear before the Board of Directors or forward a written statement thereto in presentation of any defense of such charges no sooner than thirty (30) days after the sending of such notice; and (3) a written explanation as to (if such is the case) why such director is being removed from such office. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the Louisiana Digital Gaming Initiative. The removal from the Board of Directors of the officers of the Louisiana Digital Gaming Initiative shall not constitute their automatic termination from said positions of the Louisiana Digital Gaming Initiative.

- Officers of the Board of Directors. The officers of the Board shall be an Advisory Board consisting of a Chairman, a Treasurer, and a Secretary. They shall be selected from among the membership of the Board. Their terms of office shall be of a duration of one year, with their selection for office to occur during the first regular meeting of the Board of Directors in any given year. There shall be no restriction on the number of consecutive terms of office that may be served by the officers of the Board of Directors.
 - The duties of the Chairman of the Board shall include but not be restricted to the convening and management of all meetings of the Board of Directors. In addition, the Chairman shall retain a general knowledge of the on-going business of the Louisiana Digital Gaming Initiative. In the foregoing endeavors, the Chairman shall be assisted and informed by the Chief Executive Officer of the Louisiana Digital Gaming Initiative. No individual may hold the positions of Chairman of

the Board and Chief Executive Officer of the Louisiana Digital Gaming Initiative simultaneously.

- The duties of the Treasurer to the Board shall include but not be restricted to the duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities: He or she shall be responsible for developing and reviewing the fiscal policies of the Louisiana Digital Gaming Initiative. He or she shall ensure that an account is maintained of all monies received and expended for the use of the Louisiana Digital Gaming Initiative. He or she shall ensure that all monies of the Louisiana Digital Gaming Initiative are deposited in a bank or banks or trust company or trust companies approved by the Board of Directors, and that authorized disbursements are made therefrom. He or she shall render a report of the finances of the Louisiana Digital Gaming Initiative at the regular meetings of the Louisiana Digital Gaming Initiative or whenever requested by the Chairman of the Board of Directors showing all receipts and expenditures for the current year. In the foregoing endeavors, the Treasurer shall be assisted and informed by the Chief Financial Officer of the Louisiana Digital Gaming Initiative. No individual may hold the positions of Treasurer to the Board and Chief Financial Officer of the Louisiana Digital Gaming Initiative simultaneously.

- The duties of the Secretary to the Board shall include but not be restricted to the duties commonly incident to and vested in the office of secretary of a corporation, including the following duties and responsibilities: He or she shall attend all meetings of the Board of Directors and of such committees as may be appointed pursuant to Article III, paragraphs G and H, and be responsible for keeping, preserving in the books of the Louisiana Digital Gaming Initiative, and distributing true minutes of the proceedings of all such meetings. He or she shall ensure that all notices are given in accordance with these Bylaws. He or she shall perform such other duties as the Chairman may, from time to time, designate. In the foregoing endeavors, the Secretary shall be assisted and informed by the Chief Executive Officer of the Louisiana Digital Gaming Initiative. No individual may hold the positions of Secretary to the Board and Chief Executive Officer of the Louisiana Digital Gaming Initiative simultaneously.

- Executive Committee. If it deems it necessary, the Board of Directors shall select from among its number an Executive Committee, which may meet with such frequency as the members of said Executive Committee decide is appropriate. The Executive Committee shall be granted the power to consider all matters of supervision and control of the business, property and affairs of the Louisiana Digital Gaming Initiative, and to make

recommendations in regard to said supervision and control to the full Board of Directors. All recommendations of the Executive Committee shall be a subject to a majority vote of the directors at the next meeting of the Board of Directors following said recommendations of the Executive Committee. In the interim period between the promulgation of the recommendations of the Executive Committee and said meeting of the directors, the Louisiana Digital Gaming Initiative shall abide by the recommendations of the Executive Committee. The Chairman of the Board of Directors shall serve as the chairman of the Executive Committee. The officers of the Louisiana Digital Gaming Initiative shall serve as ex officio members of the Executive Committee.

- **Task Forces.** If it deems it necessary, the Board of Directors shall select from among its number task forces, which may meet with such frequency as the members of said task forces decide is appropriate. The task forces shall be created for temporary and specific policy or management assignments, and shall make recommendations in regard to said assignments to the full Board of Directors. All recommendations of the task forces shall be a subject to a majority vote of the directors at the next meeting of the Board of Directors following said recommendations of the task forces. In the interim period between the promulgation of the recommendations of the task forces and said meeting of the directors, the Louisiana Digital Gaming Initiative shall not abide by the recommendations of the task forces, which shall remain recommendatory only. The Chairman of the Board of Directors and the officers of the Louisiana Digital Gaming Initiative may be selected to serve upon said task forces.
- **Regular Meeting.** A regular meeting of the Board of Directors of the Louisiana Digital Gaming Initiative shall be held at least twice each year, at such time, day and place as shall be designated by the Chairman of the Board of Directors in the notice of the meeting, for the purpose of transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings.
- **Special Meetings.** Special meetings of the Board of Directors may be called at the direction of the Chairman of the Board or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.
- **Notice.** Notice of the time, day and place of any meeting of the Board of Directors shall be given at least thirty (30) days previous thereto by notice sent by mail, telegram or telephone to each director at his or her address as shown by the records of the Louisiana

Digital Gaming Initiative. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

- Quorum. Fifty-one (51) percent of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except if less than such number of directors is present at such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- Manner of Acting. The act of a majority of directors in person at a meeting of the Board of Directors shall be the act of the Board of Directors. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements, of the Board of Directors.
- Compensation. Members of the Board of Directors, of the Executive Committee or of the task forces shall not be compensated by the Louisiana Digital Gaming Initiative for their services as members of the Board of Directors, but the Board of Directors may authorize the reimbursement of said members by the Louisiana Digital Gaming Initiative for expenditure related to the activities of the Louisiana Digital Gaming Initiative.

ARTICLE IV: OFFICERS OF THE LOUISIANA DIGITAL GAMING INITIATIVE

- Officers. The officers of the Louisiana Digital Gaming Initiative shall consist of: a Co-Director and Chief Executive Officer; and (b) a Co-Director and Chief Financial Officer. The officers of the Louisiana Digital Gaming Initiative shall serve in such capacity at the pleasure of the Board of Directors of the Louisiana Digital Gaming Initiative. The officers of the Louisiana Digital Gaming Initiative shall be members of the Board of Directors at the time of their selection for such office. The officers of the Louisiana Digital Gaming Initiative shall have the authority to determine the policy positions of the Louisiana Digital Gaming Initiative. Their responsibilities shall be as follows:

- Co-Director and Executive Director (Co-Director/Executive Director). The duties of the Co-Director/Executive Director shall include, but not be restricted to: the daily running of the Louisiana Digital Gaming Initiative; the soliciting, editing and publishing of articles; the layout of publications; the distribution of articles; the devising and maintenance of general-mailing and resource-bank data bases; serving as the primary liaison with any board of advisers as may be authorized by the Board of Directors; the preparation of the agenda for each meeting of the Board of Directors; and serving as a liaison with Louisiana policy makers and news-media opinion leaders. The Co-Director/Executive Director shall assist the Chairman of the Board and the Secretary to the Board in all their endeavors as described in Article III, paragraph F, subparagraphs (1) and (3). The Co-Director/Executive Director may not serve as Chairman of the Board or Secretary to the Board. The Co-Director/Executive Director shall be a full-time, salaried employee of the Louisiana Digital Gaming Initiative, with annual compensation to be fixed by the Board of Directors prior to the start of each calendar year, exclusive of health benefits, which shall also be provided by the Louisiana Digital Gaming Initiative. The Co-Director/Executive Director may be reimbursed by the Louisiana Digital Gaming Initiative for Louisiana Digital Gaming Initiative-related expenses. He shall serve as an ex officio, voting member of the Board of Directors and of the Executive Committee. He may be selected as a voting member of any Board of Directors' task force.

- Co-Director and Project Manager (Co-Director/PROJECT MANAGER). The duties of the Co-Director/PROJECT MANAGER shall include, but not be restricted to: the soliciting and management of individual, foundation, and corporate fundraising; the devising and maintenance of contributor data bases; serving as primary liaison with the Board of Directors; and serving as a liaison with Louisiana policy makers and news-media opinion leaders. The Co-Director/PROJECT MANAGER shall assist the treasurer to the Board in all his or her endeavors as described in Article III, paragraph F, subparagraph (2). The Co-Director/PROJECT MANAGER may not serve as Treasurer to the Board. The Co-Director/PROJECT MANAGER may be a part-time, salaried employee of the Louisiana Digital Gaming Initiative, or a full-time salaried employee of the Louisiana Digital Gaming Initiative, at the discretion of the Board of Directors. In either case, annual compensation shall be fixed by the Board of Directors prior to the start of each calendar year. The Co-Director/PROJECT MANAGER may be reimbursed by the Louisiana Digital Gaming Initiative for Louisiana Digital Gaming Initiative-related expenses. He shall serve as an ex officio, voting member of the Board of Directors and of the Executive Committee. He may be selected as a voting member of any Board of Directors' task force.

- Resignation. Any officer may resign at any time by giving written notice to the Chairman of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairman.
- Removal. Any officer may be removed by a two-thirds vote of the Board of Directors at any regular or special meeting of the Board at which a quorum is present, for engaging in conduct prejudicial to the best interests of the Consortium. The removal of an officer of the Louisiana Digital Gaming Initiative from such position of office shall not constitute his or her automatic removal from the Board of Directors.
- Vacancies. In the case of resignation of an officer of the Louisiana Digital Gaming Initiative or if, for any other reason including ineligibility or removal, an officer of the Louisiana Digital Gaming Initiative is unable to serve in such capacity, the Board of Directors shall select a successor.
- Bonding. All officers of the Louisiana Digital Gaming Initiative shall be furnished a fidelity bond in such sum as the Board of Directors shall prescribe.
- Additional Staff. The Board of Directors of the Louisiana Digital Gaming Initiative shall reserve the right to hire other staff in the future as finances and events dictate.

ARTICLE V: FISCAL YEAR

The fiscal year of the Louisiana Digital Gaming Initiative shall commence on January 1 and terminate on December 31.

ARTICLE VI: INDEMNIFICATION

- The Louisiana Digital Gaming Initiative shall indemnify each member of the Board of Directors, as described in Article III hereof, and each of its officers, as described in Article IV hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

- The Louisiana Digital Gaming Initiative shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Louisiana Digital Gaming Initiative and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Louisiana Digital Gaming Initiative shall be advised by its Board of Directors acting: (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that; or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.
- Every reference herein to a member of the Board of Directors or officer of the Louisiana Digital Gaming Initiative shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Louisiana Digital Gaming Initiative might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE VII: LIMITATION ON ACTIVITIES

- The Louisiana Digital Gaming Initiative is organized and operated exclusively for charitable, economic development and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1954. No substantial part of the activities of the Louisiana Digital Gaming Initiative shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Louisiana Digital Gaming Initiative shall be empowered to make election authorized under section 501(h) of the Internal Revenue Code of 1954. The Louisiana Digital Gaming Initiative shall not participate in or intervene in, including the publishing or distribution of statements relating to, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision

herein, the Louisiana Digital Gaming Initiative shall not carry on any activities not permitted to be carried on:

- by an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1954, as an organization described in section 501(c)(3) of such Code;
 - by an organization described in sections 509(a)(1), (2), or (3) of the Internal Revenue Code of 1954 (as the case may be); and/or
 - by an organization, contributions to which are deductible under sections 170(c)(2), 501(c)(3), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1954.
- The Louisiana Digital Gaming Initiative shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of the net earnings of the Louisiana Digital Gaming Initiative shall inure to the benefit of or be distributable to its directors, officers or other private individuals, or other organizations organized and operating for profit, except that the Louisiana Digital Gaming Initiative is authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE VIII: DISSOLUTION

On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Louisiana Digital Gaming Initiative, distribute all the assets of the Consortium to one or more of the following categories of recipients as the Board of Directors of the Louisiana Digital Gaming Initiative shall determine:

- a non-profit organization or organizations which may have been created to succeed the Louisiana Digital Gaming Initiative, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code; and/or

- a non-profit organization or organizations having similar aims and objects as the Louisiana Digital Gaming Initiative and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

ARTICLE IX: AMENDMENTS TO BYLAWS

These bylaws may be amended by a majority vote at any meeting of the Board of Directors of the Louisiana Digital Gaming Initiative. An amendment to be proposed at a meeting shall be mailed to each member of the Board of Directors at least thirty (30) days prior to the date of the meeting. An amendment so made shall be effective immediately.