ORGANIZATIONAL DOCUMENTS

EXHIBIT VI. P.1

Certificates of Incorporation/Articles of Incorporation
1. Genting Berhad
2. Genting Malaysia Berhad
3. Genting Worldwide Limited
4. Genting (USA) Limited
5. Genting East Coast USA Limited
6. Genting Americas Inc. (Formally known as Genting East Coast USA Inc.)
THE COMPANIES ACT, 1965

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

NEW ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 28th December 1984 and
further amended by Special Resolutions passed on

OF

GENTING BERHAD

Incorporated on the 30th day of July, 1968.
PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies) 
MALAYSIA  

(Courts 565) 

FORM 13 
COMPANIES ACT, 1965 
[Section 21 (6)] 

No. of company 
284/68 
(Tempatan 7916) 

CERTIFICATE OF INCORPORATION OF CHANGE OF NAME OF COMPANY 

This is to certify that GENTING HIGHLANDS HOTEL BERHAD, which was, on the 30th day of July, 1968, incorporated under the Companies Act, 1965, did on the 9th day of June, 1978, change its name to GENTING BERHAD, and that the company is* a company limited by shares. 

This certificate is issued in substitution of the certificate of Change of Name dated 19th day of June, 1978. 

Given under my hand and seal, at Kuala Lumpur this 29th day of February, 1988. 

(MOKHTAR BIN MOHD. NOOR) 
Asst. Registrar of Companies 
Malaysia. 

* Insert type of company. 

L.-J.C.K., K.L.(AQ 90)
FORM 20
COMPANIES ACT, 1965
[Section 26 (3)]

No. of company
284/68

CERTIFICATE OF INCORPORATION ON CONVERSION TO A
PUBLIC COMPANY

This is to certify that GENTING HIGHLANDS HOTEL (SENDIRIAN)
BERHAD, which was on the 30th day of July, 1968,
incorporated under the Companies Act, 1965, as a company limited
by shares, did on the 24th day of July, 1970, resolve to
convert to a public company, and that the name of the company now
is GENTING HIGHLANDS HOTEL BERHAD.

This certificate is issued in substitution of the
certificate of conversion to a public company dated
6th day of October, 1970.

Given under my hand and seal, at Kuala Lumpur
this 29th day of February, 1988.

(MOHITAR BIN MOHD. NOOR)
Asst. Registrar of Companies,
Malaysia.

10311-5,000-8-4-66-J.C.K.,K.L.
FORM 9

COMPANIES ACT, 1965

[Section 16(4)]

Company No.

284/68.

CERTIFICATION OF INCORPORATION OF PRIVATE COMPANY

This is to certify that

GENTING HIGHLANDS HOTEL (SENDIRIAN) BERHAD

is, on and from the 30th day of July, 1968, incorporated under the Companies Act, 1965 and that the Company is a company limited by shares and that the Company is a private company.

Given under my hand and seal, at Kuala Lumpur this 30th day of July, 1968.

S. SAMBASIVAM

DEPUTY REGISTRAR OF
COMPANIES MALAYSIA
BORANG 9

ACT SHARIKAT, 1965
[Sekshen 16 (f)]

No. Sharikat

284/68.

PERAKUAN PERBADANAN SHARIKAT SENDIRIAN


Di-buat di-bawah tandatangan dan meteri saya, di- Kuala Lumpur.......
pada........30..........haribulan..................Julai..................19.68.,

(S. Kembabunan)

Kimb. Yeoward Sharikat
Malaysia

* Masukkan nama sa-buah sharikat itu—
(a) sa-buah sharikat berhad menurut sherdan
(b) sa-buah sharikat sendirian menurut sherdan juminan

[Borong ini di-tersenakan oleh Peguam Negara, Malaysia, menurut Pemberiabu Undikan No. 12 tahun 1964; PN 3630/5-xii, R. of C. 31/67/39.]
THE COMPANIES ACT, 1965

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

NEW ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 30th September 1980 and further amended by Special Resolutions passed on 15th February 1996 and 26th June 2001)

OF

GENTING MALAYSIA BERHAD
(Company No. 58019-U)

Incorporated on the 7th day of May, 1980.
FORM 13
COMPANIES ACT 1965
[Pursuant To Section 11(2)(b)]

Company No.-MyCoID
58019 U

CERTIFICATION OF INCORPORATION ON CHANGE
OF NAME OF COMPANY

This is to certify that

RESORTS WORLD BHD.

which was, on the 07th day of May 1980, incorporated under the Companies
Act 1965, as a public company, on the 18th day of June 2009 changed its
name to

GENTING MALAYSIA BERHAD

and that the company is a public company and is a company limited by shares.

Given under my hand and seal, at Kuala Lumpur this 22nd day of March 2011.

SALMA HANUM BINTI IBRAHIM
ASSISTANT REGISTRAR OF COMPANIES
MALAYSIA

Raj-SSM/BPPP/PM/1/10(062)  Date:22/03/2011
COMPANIES ACT, 1965

CERTIFICATE OF INCORPORATION ON CONVERSION TO A PUBLIC COMPANY

[ Pursuant To Section 11(2)(b) ]

No. of Company:

58019 U

This is to certify that

RESORTS WORLD SDN. BHD.

which was on the 07th day of May 1980, incorporated under the Companies Act 1965 as a company limited by shares, did on the 14th day of July 1989, resolve to convert to a public company, and that the name of the company now is:

RESORTS WORLD BHD.

Given under my hand and seal, at Kuala Lumpur this 31st day of October 2008.

( OSMALI BIN SUNOTO @ FAISAL )
Asst. Registrar Of Companies
Malaysia
Companies Act, 1965

CERTIFICATE OF INCORPORATION OF PRIVATE COMPANY

[ According To Section 11(2)(b) ]

No. of Company:

58019 U

This is to certify that

RESORTS WORLD SDN. BHD.

is, on and from the 07th day of May 1980, incorporated under the Companies Act 1965, and that the company is a company limited by shares and that the company is a private company.

Given under my hand and seal, at Kuala Lumpur this 31st day of October 2008.

(OSMALI BIN SUNOTO @ FAISAL)
Asst. Registrar Of Companies
Malaysia
THE COMPANY ACT 2006

ISLE OF MAN

PRIVATE COMPANY

Memorandum

AND

Articles of Association

OF

GENTING WORLDWIDE LIMITED (FORMERLY CALLED HIGH VALLEY LIMITED)

Incorporated the 25th day of January, 2010

FIRST NAMES (ISLE OF MAN) LIMITED
International Corporate & Trust Services
International House,
Castle Hill, Victoria Road,
Douglas, Isle of Man
ISLE of MAN

COMPANIES ACT 2006

Certificate of Change of Name

Section 15(2)

THE REGISTRAR OF COMPANIES hereby certifies that the name of

HIGH VALLEY LIMITED

has been revoked and a new name assigned to it and that the company is now called

GENTING WORLDWIDE LIMITED

This 19th day of May 2010

Department of Economic Development
Registrar of Companies
ISLE of MAN

COMPANIES ACT 2006

Certificate of Incorporation

Section 3(1)c

THE REGISTRAR OF COMPANIES hereby certifies that

HIGH VALLEY LIMITED

is this day incorporated under the Companies Act 2006.

This 25th day of January 2010

Financial Supervision Commission
Registrar of Companies

The Companies Registry is part of the Isle of Man Financial Supervision Commission. This certificate does not constitute a licence to conduct banking, investment, CSP, insurance or other business regulated by the Financial Supervision Commission or the Insurance and Pensions Authority.
THE COMPANIES ACT 2006

ISLE OF MAN

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

GENTING (USA) LIMITED
(Formerly Resorts World Concepts Limited,
previously Genting Retail Concepts Limited and originally Ambani
as amended by Resolution dated 20th September, 2010)

Incorporated the 23rd day of September, 2008

IFG INTERNATIONAL LIMITED
International Corporate & Trust Services
International House,
Castle Hill, Victoria Road,
Douglas,
Isle of Man.
ISLE of MAN

COMPANIES ACT 2006

Certificate of Change of Name

Section 15(2)

THE REGISTRAR OF COMPANIES hereby certifies that the name of

RESORTS WORLD CONCEPTS LIMITED

has been revoked and a new name assigned to it and that the company is now called

GENTING (USA) LIMITED

This 21st day of May 2010

Department of Economic Development
Registrar of Companies
ISLE OF MAN

COMPANIES ACT 2006

Certificate of Change of Name

THE REGISTRAR OF COMPANIES hereby certifies that, pursuant to Section 14(3),
RESORTS WORLD RETAIL CONCEPTS LIMITED
has, with the approval of the Registrar of Companies, changed its name and is now called
RESORTS WORLD CONCEPTS LIMITED

This 15th day of January 2009

Clive Oldale
for Registrar of Companies
ISLE OF MAN

COMPANIES ACT 2006

Certificate of Change of Name

THE REGISTRAR OF COMPANIES hereby certifies that, pursuant to Section 14(3),

GENTING RETAIL CONCEPTS LIMITED

has, with the approval of the Registrar of Companies, changed its name and is now called

RESORTS WORLD RETAIL CONCEPTS LIMITED

This 9th day of December 2008

Clive Oldale
for Registrar of Companies
ISLE OF MAN

COMPANIES ACT 2006

Certificate of Change of Name

THE REGISTRAR OF COMPANIES hereby certifies that, pursuant to Section 14(3),

AMBANI LIMITED

has, with the approval of the Registrar of Companies, changed its name and is now called

GENTING RETAIL CONCEPTS LIMITED

This 9th day of October 2008

Clive Oldale
for Registrar of Companies
ISLE OF MAN

COMPANIES ACT 2006

Certificate of Incorporation
Section 3(1)(c)

THE REGISTRAR OF COMPANIES hereby certifies that

AMBANI LIMITED

is this day incorporated under the Companies Act 2006.

This 23rd day of September 2008

Marilyn Brown
for Registrar of Companies
THE COMPANIES ACT 2006
ISLE OF MAN
A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
Resorts World Concepts Limited

1. The name of the Company is Resorts World Concepts Limited

2. The Company is a company limited by shares.

3. The address of the first registered office of the Company is International House, Castle Hill, Victoria Road, Douglas, Isle of Man IM2 4RB

4. The name of the first registered agent of the Company is IFG International Limited

5. The Company may amend the Memorandum or the Articles of Association by resolution of shareholders or by resolution of directors in accordance with Article 32 of the Articles of Association of the Company.
THE COMPANY ACT 2006

ISLE OF MAN

PRIVATE COMPANY

Memorandum

AND

Articles of Association

OF

GENTING EAST COAST USA LIMITED (FORMERLY CALLED GILLION LIMITED)
(as amended by resolution dated 16th June, 2010 and 18th June 2010 and 20th September, 2010)

Incorporated the 25th day of January, 2010

IFG INTERNATIONAL LIMITED
International Corporate & Trust Services
International House,
Castle Hill, Victoria Road,
Douglas, Isle of Man
ISLE of MAN

COMPANIES ACT 2006

Certificate of Change of Name

Section 15(2)

THE REGISTRAR OF COMPANIES hereby certifies that the name of

GILLION LIMITED

has been revoked and a new name assigned to it and that the company is now called

GENTING EAST COAST USA LIMITED

This 16th day of June 2010

Department of Economic Development
Registrar of Companies
ISLE of MAN

COMPANIES ACT 2006

Certificate of Incorporation
Section 3(1)c

THE REGISTRAR OF COMPANIES hereby certifies that

GILLION LIMITED

is this day incorporated under the Companies Act 2006.

This 25th day of January 2010

Financial Supervision Commission
Registrar of Companies

The Companies Registry is part of the Isle of Man Financial Supervision Commission. This certificate does not constitute a licence to conduct banking, investment, CSP, insurance or other business regulated by the Financial Supervision Commission or the Insurance and Pensions Authority.
THE COMPANIES ACT 2006
ISLE OF MAN
A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
Genting East Coast USA Limited

1. The name of the Company is Genting East Coast USA Limited
2. The Company is a company limited by shares.
3. The address of the first registered office of the Company is International House, Castle Hill, Victoria Road, Douglas, Isle of Man IM2 4RB
4. The name of the first registered agent of the Company is IFG International Limited
5. The Company may amend the Memorandum or the Articles of Association by resolution of shareholders or by resolution of directors in accordance with Article 32 of the Articles of Association of the Company.
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GENTING AMERICAS INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DAY OF JUNE, A.D. 2010, AT 8:23 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "GENTING EAST COAST USA INC." TO "GENTING AMERICAS INC.", FILED THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2011, AT 6:56 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2011, AT 1:27 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "GENTING AMERICAS INC.".
CERTIFICATE OF INCORPORATION
OF
GENTING EAST COAST USA INC.

THE UNDERSIGNED, Gillion Limited, an Isle of Man limited company, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the corporation is GENTING EAST COAST USA INC. (hereinafter, the "Corporation").

SECOND: The registered office of the Corporation is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock the Corporation is authorized to issue is 1,000 shares of common stock and the par value of each of such shares is $0.01.

FIFTH: The name and address of the incorporator is as follows:

Name
Gillion Limited

Address
24th Floor, Wisma Genting
Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. Election of directors need not be by ballot unless the by-laws so provide.
(2) The Board of Directors shall have powers without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors’ interest, or for any other reason.

(4) In addition to the powers and authorities herein before or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SEVENTH: The Corporation shall, to the full extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

EIGHTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class
of stockholders, of the Corporation, as the case may be, and also on the Corporation.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

TENTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended or supplemented.

ELEVENTH: Section 203 of the General Corporation Law of the State of Delaware shall not apply to the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of June, 2010.

By: Gillion Limited,
as Sole Incorporator and Stockholder

By:
Name: Dey, Lee Choong Yan
Title: Director
CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF INCORPORATION

OF

GENTING EAST COAST USA INC.

*

The undersigned, being an Authorized Person of Genting East Coast USA Inc., a Delaware corporation, duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), acting pursuant to the Written Consent of the Board of Directors of the Corporation, to be effective as of the date hereof (the "Consent"), without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, and pursuant to Article III, Section 12 of the Company’s by-laws, does hereby certify as follows:

FIRST: That the Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article First in its entirety and substituting in lieu thereof a new Article First to read as follows:

“FIRST: The name of the corporation is Genting Americas Inc. (hereinafter, the “Corporation”).”

SECOND: That the Board of Directors of the Corporation by unanimous written consent, pursuant to the Consent, in accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, approved the foregoing amendment to the Certificate of Incorporation, declaring said amendment to be advisable.

THIRDS: That said amendment, pursuant to the Consent, was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[NO FURTHER TEXT ON THIS PAGE; SIGNATURE PAGES FOLLOWS]
IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amendment to the Certificate of Incorporation of the Corporation, pursuant to the Consent, is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set their hands this 25th day of October, 2011.

/s/ Kevin C. Jones  
Name: Kevin C. Jones  
Title: Authorized Person
CERTIFICATE OF SECOND AMENDMENT

TO

CERTIFICATE OF INCORPORATION

OF

GENTING AMERICAS INC.

* * * * *

The undersigned, being an Authorized Person of Genting Americas Inc. (f/k/a Genting East Coast USA Inc.), a Delaware corporation (the "Corporation"), duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware, acting pursuant to the Written Consent of the Board of Directors of the Corporation, to be effective as of the date hereof (the "Consent"), without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, and pursuant to Article III, Section 12 of the Company’s by-laws, does hereby certify as follows:

FIRST: That the Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article Fourth in its entirety and substituting in lieu thereof a new Article Fourth to read as follows:

"FOURTH: The total number of shares of stock the Corporation is authorized to issue is 1,703 shares of common stock and the par value of each of such shares is $0.01."

SECOND: That the Board of Directors of the Corporation by unanimous written consent, pursuant to the Consent, in accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, approved the foregoing amendment to the Certificate of Incorporation, declaring said amendment to be advisable.

THIRD: That said amendment, pursuant to the Consent, was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[NO FURTHER TEXT ON THIS PAGE; SIGNATURE PAGE Follows]
IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amendment to the Certificate of Incorporation of the Corporation, pursuant to the Consent, is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set their hands this 18th day of November, 2011.

/s/ Joyce S. Kim
Name: Joyce S. Kim
Title: Authorized Person