

EXHIBIT J
REORGANIZED DEBTOR ARTICLES OF INCORPORATION

RESTATED CERTIFICATE OF INCORPORATION

THE NEW YORK RACING ASSOCIATION INC.

Under Section 807 of the Business Corporation Law

THE UNDERSIGNED, being respectively the Chairman of the Board, the Chief Executive Officer and the Secretary of The New York Racing Association Inc., hereby certify that:

(1) The name of the corporation (hereinafter, the "Corporation") is The New York Racing Association Inc. It was originally incorporated under the name of The Greater New York Association Inc.

(2) The Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of the State of New York on June 22, 1955.

(3) The Certificate of Incorporation of the Corporation is hereby restated as amended to effect amendments and/or changes authorized by the Business Corporation Law, to wit: to change the name of the corporation; to change the purpose of the corporation; to authorize the Corporation to issue three (3) shares of capital stock, each of which shall have a par value of One Dollar (\$1.00), in accordance with that certain Modified Third Amended Plan of Debtor Pursuant to Chapter 11 of the United States Bankruptcy Code, dated April 28, 2008, attached hereto as Exhibit A and as confirmed by the United States Bankruptcy Court for the Southern District of New York by order, dated April 28, 2008; to replace the trustees of the Corporation with directors; and to strike out provisions relating to the names and addresses of the initial trustees and initial subscribers, and the assignment, transfer, conveyance and distribution of the Corporation's assets upon termination of the existence or earlier liquidation of the Corporation.

(4) The text of the Certificate of Incorporation of the Corporation is hereby restated as amended to read in full as follows:

FIRST: The name of this corporation (the "Corporation") is "NYRA Inc."

SECOND: The object for which the Corporation is to be formed is to engage in any lawful act or activity (a) for which corporations may be organized under the Business Corporation Law and (b) as contemplated by that certain Modified Third Amended Plan of Debtor Pursuant to Chapter 11 of the United States Bankruptcy Code, dated April 28, 2008, as confirmed by the United States Bankruptcy Court for the Southern District of New York by order, dated April 28, 2008, filed under Chapter 11 Case Number 06-12618 (JMP).

THIRD: The amount and description of the capital stock shall be Three Dollars (\$3.00), all of which shall be common stock.

FOURTH: The Corporation shall be authorized to issue three (3) shares of common stock, par value of One Dollar (\$1.00) per share.

FIFTH: The office of the Corporation shall be located in the County of Queens, New York.

SIXTH: The duration of the Corporation shall be fifty-seven (57) years from the date of filing of the initial Certificate of Incorporation.

SEVENTH: The number of directors of the Corporation shall be not less than one (1) nor more than three (3) as may be fixed from time to time by the by-laws of the Corporation. Directors shall be elected annually as to be provided by the by-laws of the Corporation.

EIGHTH: The Secretary of State is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon it is:

NYRA Inc.
c/o The New York Racing Association, Inc.
110-00 Rockaway Blvd.
Jamaica, New York 11417

NINTH: No assets of the Corporation shall be paid or distributed on its capital stock by way of dividend or otherwise or be used for the purchase or retirement of its capital stock.

TENTH: The Corporation shall indemnify each of its directors, officers and employees to the fullest extent permitted by law in connection with any actual or threatened action or proceeding arising out of his service to the Corporation or to another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the Corporation's request. This Article applies to past, present and future directors, officers and employees and to their heirs, executors and administrators.

ELEVENTH: No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is or are a director or directors or officer or officers of such other corporation, and no contract or other transaction between the corporation and any other person or firm shall be affected or invalidated by the fact that any one or more directors of the Corporation is a party to, or are parties to, or interested in, such contract or transactions; provided that in each such case the nature and extent of the interest of such director or directors in such contract or other transaction and/or the fact that such director or directors is or are a director or directors or officer or officers of such other corporation is known to the other directors or disclosed at the meeting of the board of directors at which such contract or other transaction is authorized.

TWELFTH: The following provisions are inserted for the regulation and conduct of the affairs of the Corporation, and it is expressly provided that they are intended to be in furtherance of and not in limitation or exclusion of the powers conferred by statute:

- (a) Subject to the by-laws, if any, adopted by the stockholders, the board of directors shall have the power to make, alter, amend and repeal the by-laws of the Corporation.
- (b) The board of directors shall have the power to set apart out of any of the funds of this corporation a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

THIRTEENTH: 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 proscribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

(5) The restatement of the Certificate of Incorporation of the Corporation as provided for herein was authorized and approved in all respects, without further action under applicable law, regulation, order, or rule, including, without limitation, any action by the stockholders of the Corporation, pursuant to that certain Modified Third Amended Plan of Debtor Pursuant to Chapter 11 of the United States Bankruptcy Code, dated April 28, 2008, as confirmed by the United States Bankruptcy Court for the Southern District of New York by order, dated April 28, 2008, filed under Chapter 11 Case Number 06-12618 (JMP).

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IN WITNESS WHEREOF, we have made and subscribed this Certificate this 12th day of September, 2008.

C. Steven Duncker
Chairman of the Board

Charles E. Hayward
Chief Executive Officer

Patrick L. Kehoe
Secretary of the Board