

F12000004099

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-0821
Fax Number : (850) 558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
ACID USA, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

12 OCT -5 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Ryman Hospitality Properties, Inc.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Margaret Alexander
Name of Person

Bass, Berry & Sims PLC
Firm/Company

150 3rd Avenue South, Suite 2800
Address

Nashville, TN 37201
City/State and Zip code

CJones@gaylordentertainment.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Margaret Alexander at (615) 259-6721
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Ryman Hospitality Properties, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 21, 2012 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One Gaylord Drive, Nashville, TN 37214
(Principal office address)

One Gaylord Drive, Nashville, TN 37214
(Current mailing address)

8. any lawful business or activity under the laws of this state
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: [Signature]
(Registered agent's signature)

Harry B. Davis
Asst. Vice President

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Colin V. Reed

Address: One Gaylord Drive
Nashville, TN 37214

Vice Chairman: _____

Address: _____

Director: Glenn J. Angiolillo

Address: One Gaylord Drive
Nashville, TN 37214

Director: Michael J. Bender

Address: One Gaylord Drive
Nashville, TN 37214

B. OFFICERS See Exhibit A for additional directors

President: Colin V. Reed

Address: One Gaylord Drive
Nashville, TN 37214

Exec Vice President: Mark Fioravanti

Address: One Gaylord Drive
Nashville, TN 37214

Secretary: Carter R. Todd

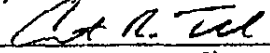
Address: One Gaylord Drive, Nashville, TN 37214

Treasurer: Mark Fioravanti

Address: One Gaylord Drive, Nashville, TN 37214

See Exhibit A for additional officers

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Carter R. Todd, Secretary

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

EXHIBIT A

ADDITIONAL DIRECTORS

E. K. Gaylord, II
D. Ralph Horn
Ellen R. Levine
Robert S. Prather, Jr.
Michael D. Rose
Michael I. Roth

All directors are located at One Gaylord Place, Nashville, TN 37214

ADDITIONAL OFFICERS

Patrick Chaffin	Senior Vice President of Asset Management
Bennett Westbrook	Senior Vice President of Investments, Design and Construction
Steve Buchanan	Senior Vice President of Media and Entertainment

All officers are located at One Gaylord Place, Nashville, TN 37214

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Delaware

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RYMAN HOSPITALITY PROPERTIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF OCTOBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RYMAN HOSPITALITY PROPERTIES, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JUNE, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

5173288 8300

121096567

You may verify this certificate online at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9892087

DATE: 10-03-12