



UCC FILING & SEARCH SERVICES, INC.  
 516 East Park Avenue  
 Tallahassee, Florida 32301  
 (850) 681-6523

**F01060005065**

HOLD FOR PICK UP BY UCC SERVICES OFFICE USE ONLY

September 27, 2001

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Gaylord Entertainment Company

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 01 SEP 27 AM 11:06  
 FILED

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

**Retrieval Request**

- Photocopy
- Certified Copy

**5**

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

RECEIVED  
 01 SEP 27 AM 10:05  
 BK  
 DIVISION OF CORPORATION

400004613264--9  
 -09/27/01--01009--014  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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

01 SEP 27 AM 11:06 FILED DEPARTMENT OF STATE TALLAHASSEE, FLORIDA

1. GAYLORD ENTERTAINMENT COMPANY

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 73-0664379

(FEI number, if applicable)

4. 08/21/56

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One Gaylord Drive, Nashville, TN 37219

(Current mailing address)

8. Entertainment and lodging

(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 or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(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

[Handwritten signature]

(Registered agent's signature)

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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: see attached

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: see attached

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13. \_\_\_\_\_

*Carter R. Todd Sr. V.P. & Secretary*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. \_\_\_\_\_

**CARTER R. TODD, VICE PRESIDENT AND SECRETARY**

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

FILED  
SEP 27 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GAYLORD ENTERTAINMENT COMPANY

Officers

Chairman Emeritus:	Edward L. Gaylord
Chairman:	Michael D. Rose
President & CEO:	Colin V. Reed
Executive Vice President & Chief Financial Officer:	David C. Kloeppe
Executive Vice President:	Carl Kormmeyer (President, Music, Media & Entertainment Group)
Executive Vice President:	David B. Jones (President, Hospitality & Attractions Group)
Senior Vice President, Secretary & General Counsel:	Carter R. Todd
Senior Vice President, Systems & Communications:	Karen Spacek
Senior Vice President and Chief Administrative Officer:	Rod Connor
Vice President:	Jerry O. Bradley (President, Acuff-Rose Music Publishing, Inc.)
Vice President:	Steve Buchanan (President, Opry Group)
Vice President:	Malcolm Mimms (President, Word Entertainment)
Vice President:	Mark Floyd (Senior VP and COO/CFO, Music, Media & Entertainment Group)
Vice President Human Resources:	Kimberly D. Cannon
Vice President - Investor and Financial Relations:	J. Russell Worsham
Vice President-Finance and Corporate Controller:	Gary Willis
Vice President and Chief Information Officer:	Kent Fourman
Treasurer:	Michel C. Hopper
Asst. Secretary:	Rod Connor

FILED  
SEP 27 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Directors

Martin C. Dickinson  
Christine Gaylord Everest  
Edward L. Gaylord  
E. K. Gaylord II  
Craig L. Leipold

Colin V. Reed  
Joe M. Rodgers  
Michael D. Rose  
Mary Agnes Wilderotter  
Howard L. Wood

All of the above people are located at One Gaylord Drive, Nashville, TN 37214.

State of Delaware  
Office of the Secretary of State

FILED  
01 SEP 27 AM 11:06  
RECORDS & INFORMATION SERVICES  
DELAWARE SECRETARY OF STATE  
ALLAHSSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GAYLORD ENTERTAINMENT COMPANY" 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 TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GAYLORD ENTERTAINMENT COMPANY" WAS INCORPORATED ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 1956.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0503523 8300

AUTHENTICATION: 1353481

010469307

DATE: 09-21-01