

**L08000027762**

CLARK PARTINGTON HART FAX 850 432 7399

Nov 23 2011 02:17 PM P00110002776263

**Florida Department of State  
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**MERGER OR SHARE EXCHANGE**

**Gretna Racing, LLC**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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Nov 23 2011 02:17am P002/007

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TALLAHASSEE, FLORIDA**CERTIFICATE OF MERGER**

Pursuant to the provisions of Sections 608.4362, *Florida Statutes*, this Certificate of Merger is entered into and adopted by and between GRETNA RACING, LLC, a Florida limited liability company ("GRETNA"), and EQUESTRIAN LAND HOLDINGS, L.L.C., a Florida limited liability company ("ELH"), for the purpose of merging them into one of such entities.

1. GRETNA and ELH have adopted the attached Plan of Merger.
2. After the merger, the name of the surviving entity is GRETNA RACING, LLC, and the surviving entity is a Florida limited liability company.
3. The Plan of Merger was adopted by GRETNA and ELH pursuant to Section 608.4361, *Florida Statutes*, and in accordance with the respective Operating Agreements, as amended, for GRETNA and ELH.
4. The Plan of Merger was adopted on the 23<sup>rd</sup> day of November, 2011, by unanimous written consent of all of the members and directors of GRETNA and ELH.
5. The Plan of Merger is effective for accounting purposes on October 1, 2011. For all other purposes, the Plan of Merger is effective as of the date this Certificate of Merger is filed with the Florida Department of State.

[SIGNATURES FOLLOW ON NEXT PAGE]

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Nov 23 2011 02:17pm P003/007  
H11000277626 3

Dated on the dates set forth below.

**GRETNA RACING, LLC**

By: PCI Gaming Authority, an unincorporated  
instrumentality of the Poarch Band  
of Creek Indians, Its Manager

By: 

Keith Martin, Its Chairman

Date: November 23, 2011

**EQUESTRIAN LAND HOLDINGS, L.L.C.**

By: PCI Gaming Authority, an unincorporated  
instrumentality of the Poarch Band  
of Creek Indians, Its Manager

By: 

Keith Martin, Its Chairman

Date: November 23, 2011

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[Certificate of Merger]

CLARK PARTINGTON HART Fax:850-433-9599

Nov 23 2011 02:18pm P004/007  
H11000277626 3**PLAN OF MERGER**

THIS IS A PLAN OF MERGER entered into by and between GRETNA RACING, LLC, a Florida limited liability company, and EQUESTRIAN LAND HOLDINGS, L.L.C., a Florida limited liability company.

**STIPULATIONS:**

A. GRETNA RACING, LLC ("GRETNA") is a limited liability company organized and existing under the laws of the State of Florida (Florida document number L08000027762) with its principal place of business at 601 Racetrack Drive, Gretna, FL 32332. The members and their membership units in GRETNA are as follows:

|   |          |
|---|----------|
| PCI Gaming Authority, an unincorporated instrumentality of the Poarch Band of Creek Indians | 70 Units |
| Marc W. Dunbar  | 10 Units |
| David S. Romanik  | 10 Units |
| Gene McGee  | 10 Units |

B. EQUESTRIAN LAND HOLDINGS, L.L.C. ("ELH") is a limited liability company organized and existing under the laws of the State of Florida (Florida document number L07000083758) with its principal place of business at 601 Racetrack Drive, Gretna, FL 32332. The members and their membership units in ELH are as follows:

|   |          |
|---|----------|
| PCI Gaming Authority, an unincorporated instrumentality of the Poarch Band of Creek Indians | 70 Units |
| Marc W. Dunbar  | 10 Units |
| David S. Romanik  | 10 Units |
| Gene McGee  | 10 Units |

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Nov 23 2011 02:18pm P004/007  
H11000277626 3**PLAN OF MERGER**

THIS IS A PLAN OF MERGER entered into by and between GRETNA RACING, LLC, a Florida limited liability company, and EQUESTRIAN LAND HOLDINGS, L.L.C., a Florida limited liability company.

**STIPULATIONS:**

A. GRETNA RACING, LLC ("GRETNA") is a limited liability company organized and existing under the laws of the State of Florida (Florida document number L08000027782) with its principal place of business at 601 Racetrack Drive, Gretna, FL 32332. The members and their membership units in GRETNA are as follows:

|   |          |
|---|----------|
| PCI Gaming Authority, an unincorporated instrumentality of the Poarch Band of Creek Indians | 70 Units |
| Marc W. Dunbar  | 10 Units |
| David S. Romanik  | 10 Units |
| Gene McGee  | 10 Units |

B. EQUESTRIAN LAND HOLDINGS, L.L.C. ("ELH") is a limited liability company organized and existing under the laws of the State of Florida (Florida document number L07000083758) with its principal place of business at 601 Racetrack Drive, Gretna, FL 32332. The members and their membership units in ELH are as follows:

|   |          |
|---|----------|
| PCI Gaming Authority, an unincorporated instrumentality of the Poarch Band of Creek Indians | 70 Units |
| Marc W. Dunbar  | 10 Units |
| David S. Romanik  | 10 Units |
| Gene McGee  | 10 Units |

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C. The members and the directors of GRETNA and ELH deem it desirable and in the mutual best interests of each that ELH be merged into GRETNA pursuant to the provisions of Sections 608.438, et seq., *Florida Statutes*, with GRETNA being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, GRETNA AND ELH AGREE AS FOLLOWS:

Section 1. Merger. ELH shall merge with and into GRETNA, which shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of ELH shall cease, and GRETNA shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of ELH without the necessity for any separate transfer. GRETNA shall thereafter be responsible for all of the liabilities and obligations of ELH, and neither the rights of creditors nor any liens on the property of ELH shall be impaired by the merger.

Section 3. Conversion of Interests in ELH to Interests in GRETNA. Because the ownership of membership units in GRETNA and ELH are identical prior to the merger and the parties desire to maintain the existing ownership in the surviving LLC after the merger, no additional membership units will be issued as a result of the merger. After the merger, the ownership of the membership units of the surviving LLC will continue to be as follows:

|   |          |
|---|----------|
| PCI Gaming Authority, an unincorporated instrumentality of the Poarch Band of Creek Indians | 70 Units |
| Marc W. Dunbar  | 10 Units |
| David S. Romanik  | 10 Units |
| Gene McGee  | 10 Units |

Section 4. Management of GRETNA. After the merger, GRETNA shall continue to be managed by PCI Gaming Authority, an unincorporated instrumentality of the Poarch Band of Creek Indians, until such time as the Manager is replaced or removed in accordance with the terms of the

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First Amended and Restated Operating Agreement of GRETN A dated January 3, 2011, as amended (the "Operating Agreement")

Section 5. Directors of GRETN A. After the merger, the Directors of GRETN A shall continue to be as follows:

Class A Directors: KEITH MARTIN

MATT MARTIN

Class B Director: GENE MOGEE

The Directors shall serve until such time as they are replaced or removed in accordance with the terms of the Operating Agreement of GRETN A.

Section 6. Changes in Articles of Organization of GRETN A. The current Articles of Organization of GRETN A shall continue to be its Articles of Organization following the merger unless and until revised in accordance with the Articles of Organization and the Operating Agreement of GRETN A.

Section 7. Changes in Operating Agreement. The current Operating Agreement of GRETN A shall continue to be its Operating Agreement following the merger unless and until revised in accordance with the Articles of Organization and the Operating Agreement of GRETN A.

Section 8. Effective Date of Merger. The effective date of this merger for accounting purposes shall be October 1, 2011. For all other purposes, the effective date of this merger shall be the date the Certificate of Merger is filed with the Florida Department of State pursuant to §608.4382, Florida Statutes.

[SIGNATURES FOLLOW ON NEXT PAGE]

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Nov 23 2011 02:19pm P007/007  
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Dated on the dates set forth below.

**GRETNA RACING, LLC**

By: PCI Gaming Authority, an unincorporated  
instrumentality of the Poarch Band  
of Creek Indians, its Manager

By:

  
Keith Martin, its Chairman

Date: November 23, 2011

**EQUESTRIAN LAND HOLDINGS, L.L.C.**

By: PCI Gaming Authority, an unincorporated  
instrumentality of the Poarch Band  
of Creek Indians, its Manager

By:

  
Keith Martin, its Chairman

Date: November 23, 2011

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[Plan of Merger]