

L120000102131

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

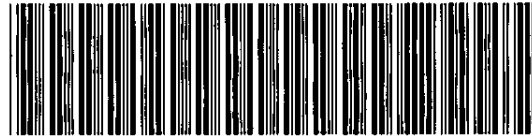
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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*merger*  
AUG -2 2013  
R. WHITE

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2013 AUG -2 PM 1:49  
NOT RETURNED  
TO AFRANCHISE  
SUFFICIENCY OF FILING

FILED  
13 AUG -2 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 749346 4320723

AUTHORIZATION :

*[Handwritten signature]*

COST LIMIT : \$50.00

ORDER DATE : August 1, 2013

ORDER TIME : 12:09 PM

ORDER NO. : 749346-010

PLEASE FILE 1ST\*\*

CUSTOMER NO: 4320723

THE SURVIVOR OF THE MERGER IS

ALSO QUALIFYING IN FL.

QUALIFICATION IS FILE 2ND\*\*

ARTICLES OF MERGER

PNK DEVELOPMENT 7, LLC

INTO

PNK DEVELOPMENT 7, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

FILED

13 AUG -2 PM 2:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PNK Development 7, LLC	Florida	LLC
PNK Development 7, LLC	Delaware	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PNK Development 7, LLC	Delaware	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

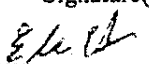

Street address: 8918 Spanish Ridge Avenue,

Las Vegas, Nevada 89148

Mailing address: same as above.

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
PNK Development 7, LLC		Elliot Hoops
PNK Development 7, LLC		Elliot Hoops

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:**

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

**Certified Copy (optional):** \$30.00

## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
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Please see attached merger agreement


**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
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Please see attached merger agreement

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**THIRD:** The terms and conditions of the merger are as follows:

Please see attached merger agreement


*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Please see attached merger agreement

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Please see attached merger agreement

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*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Please see attached merger agreement

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*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

Please see attached merger agreement

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*(Attach additional sheet if necessary)*



## AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "**Agreement**") is made as of July 31, 2013, by and among PNK Development 7, LLC, a Delaware limited liability company (the "**Company**"), PNK Development 7, LLC, a Florida limited liability company ("**LLC Sub**") and Pinnacle Entertainment, Inc. ("**Parent**")

### RECITALS:

A. The Company is a limited liability company which filed its Articles of Organization on January 4, 2006

B. LLC Sub is a limited liability company organized under the laws of the State of Florida pursuant to the filing of its certificate of formation on March 8, 2012. Corporation is the sole member of LLC Sub.

C. Parent is a corporation organized under the laws of the State of Delaware pursuant to the filing of its articles of incorporation on October 26, 1981.

D. Parent owns 100% of the Units of Merger Sub. The Capital Account and Units for Parent are referred to herein as "**Interests**."

E. The Company and the Merger Sub have deemed it advisable and in the best interests of each of them and the Merger Sub Member, to effect the merger of LLC Sub with and into the Company pursuant to this Agreement and the applicable provisions of the laws of the State of Delaware (the "**Merger**"), and in furtherance thereof, have approved the Merger.

NOW, THEREFORE, in consideration of the mutual promises made herein and intending to be legally bound, and for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. Merger. On the Effective Date (as defined below), Merger Sub shall be merged with and into the Company, the existence of the Company shall continue, and the separate existence of Merger Sub shall cease. The identity, existence, purposes, powers, rights and immunities of Merger Sub shall be merged into and vested in the Company, and the identity, existence, purposes, powers, rights and immunities of the Company shall continue unaffected and unimpaired by the Merger. The Company shall succeed, without other transfer, to all the rights and property of Merger Sub and shall be subject to all of Merger Sub's debts, liabilities, and obligations in the same manner as if the Company had itself incurred them.

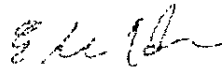
2. Effective Date. The Company shall consummate the Merger of Merger Sub into the Company by filing a Certificate of Merger in the form attached hereto as **Exhibit A**, with the Delaware Secretary of State. The merger shall become effective on the date by which both filings have been made (the "**Effective Date**").

3. Approval. This Merger has been approved by the the sole member of the Company, the sole member of Merger Sub, and by Parent.

[Next page is signature page.]

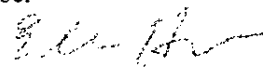
IN WITNESS WHEREOF, the undersigned have caused this Agreement of Merger to be executed as of the date first set forth above.

PINNACLE ENTERTAINMENT, INC.,  
a Delaware corporation

By:   
Name: Elliot Hoops,  
Title: Vice President and Legal Counsel

PNK DEVELOPMENT 7, LLC,  
a Delaware limited liability company

By: Pinnacle Entertainment, Inc., its  
Sole Member

By:   
Name: Elliot Hoops,  
Title: Vice President and Legal  
Counsel

PNK DEVELOPMENT 7, LLC,  
a Florida limited liability company

By: Pinnacle Entertainment, Inc., its  
Sole Member

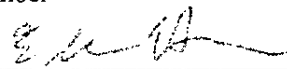
By:   
Name: Elliot Hoops,  
Title: Vice President and Legal  
Counsel

EXHIBIT A

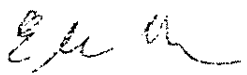
CERTIFICATE OF MERGER  
OF  
PNK DEVELOPMENT 7, LLC  
(a Florida limited liability company)  
WITH AND INTO  
PNK DEVELOPMENT 7, LLC  
(a Delaware limited liability company)

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, the undersigned, surviving limited liability company submits the following Certificate of Merger for filing and certifies that:

1. That the names and jurisdiction of formation or organization of the merging companies are PNK Development 7, LLC, a limited liability company organized and existing under the laws of the State of Florida, and PNK Development 7, LLC, a limited liability company organized and existing under the laws of the State of Delaware (the "Merging Companies");
2. That an Agreement of Merger has been approved and executed by each of the limited liability companies.
3. That the name of the surviving limited liability company is PNK Development, 7, LLC;
4. That the Certificate of Formation of PNK Development 7, LLC shall be the Certificate of Formation of such surviving limited liability company;
5. That the Agreement of Merger is on file at 8918 Spanish Ridge Avenue, Las Vegas, Nevada, 89148.
6. That a copy of the Agreement of Merger will be furnished by the Company on request and without cost to any member of Merger Sub.

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the merger of the Merging Companies, pursuant to the Delaware Limited Liability Company Act, under penalties of perjury does hereby declare and certify that this is the act and deed of the Company and the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger as of July 31, 2013.

PNK DEVELOPMENT 7, LLC,  
a Delaware limited liability company

By: 

Name: Elliot Hoops,  
Title: Vice President and Legal Counsel