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(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Banyan Gaming, LLC
3660 Park Central Blvd N. Bldg 6
Pompano Beach, Florida 33064

February 13, 2017

Registration Section
Division of Corporations - Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Amendment to Articles of Organization of Banyan Gaming, LLC

Dear Division of Corporations:

Enclosed is Banyan Gaming's check number 1508 in the amount of \$60.00 for payment of the filing fee for the amendment to articles of organization.

Should you have any questions or require additional information, please do not hesitate to contact the licensing department at (754) 307-3017 or Licensing@banyangaming.com.

Best Regards,

Iesha Osias
Licensing Coordinator

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Banyan Gaming, LLC

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Iesha Osias

Name of Person

Banyan Gaming, LLC

Firm/Company

3660 Park Central Blvd N

Address

Pompano Beach FL 33064

City/State and Zip Code

Iesha.Osias@banyangaming.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Iesha Osias

754

307-3017

at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☒ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

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

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

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Banyan Gaming, LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on January 22, 2015 and assigned Florida document number L15000013655.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and contain the words "Limited Liability Company," the designation "LLC" or the abbreviation "LLC."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: NRAI SERVICES, INC (as previously changed on 08/09/2016)

New Registered Office Address: 1200 SOUTH PINE ISLAND RD.

Enter Florida street address

PLANTATION, Florida 33324
City *Zip Code*

New Registered Agent's Signature, if changing Registered Agent:

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 as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager

AMBR = Authorized Member

| <u>Title</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u> |
|--------------|--------------|-------------------------------------|--|
| MGR | Jason Seelig | 444 ROYAL PLAZA | <input type="checkbox"/> Add |
| | | FT. LAUDERDALE, FL 33301 | <input type="checkbox"/> Remove |
| | | (adding to reflect previous change) | <input checked="" type="checkbox"/> Change |
| | | | <input type="checkbox"/> Add |
| | | | <input type="checkbox"/> Remove |
| | | | <input type="checkbox"/> Change |
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| | | | <input type="checkbox"/> Add |
| | | | <input type="checkbox"/> Remove |
| | | | <input type="checkbox"/> Change |

D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

Amending Article III to include regulatory language for Nevada Gaming Commission in order to qualify for a gaming license under with the state of Nevada.

Please see Exhibit D

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TALLAHASSEE, FLORIDA

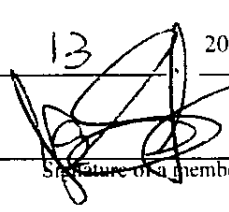
E. Effective date, if other than the date of filing: _____ **(optional)**

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of:
(b) The 90th day after the record is filed.

Dated February 13 2017



Signature of a member or authorized representative of a member

Jason Seelig, Managing Member

Typed or printed name of signee

**Articles of Amendment to Articles of Organization
Banyan Gaming, LLC**

1. The character and general nature of the business to be conducted by Banyan Gaming LLC (hereinafter the Company) is to manufacture, sell, lease, market, offer, or otherwise distribute gaming devices; to conduct the business of gaming as a slot route operator with such locations authorized for such business in the State of Nevada; and to function in any other gaming operation as may be approved by the Nevada Gaming Commission under the Nevada Gaming Control Act and the regulations promulgated hereunder. Banyan Gaming will engage in casino gaming activity in accordance with the laws of the State of Nevada. Any lawful business will also be conducted.
2. Notwithstanding anything to the contrary expressed or implied in these articles, the sale, assignment, transfer, pledge or other disposition of any interest in the Banyan Gaming, LLC is ineffective unless approved in advance by the Nevada Gaming Control Commission ("Commission"). If at any time the Commission finds that a member which owns any such interest is unsuitable to hold that interest, the Commission shall immediately notify Banyan Gaming, LLC of that fact. Then Banyan Gaming, LLC shall, within 10 days from the date that it receives the notice from the Commission, return to the unsuitable member the amount of his capital account as reflected on the books of Banyan Gaming, LLC. Beginning on the date when the Commission serves notice of a determination of unsuitability, pursuant to the preceding sentence, upon Banyan Gaming, LLC, it is unlawful for the unsuitable member: (a) To receive any share of the distribution of profits or cash or any other property of, or payments upon dissolution of, the limited-liability company, other than a return of capital as required above; (b) To exercise directly or through a trustee or nominee, any voting right conferred by such interest; (c) To participate in the management of the business and affairs of Banyan Gaming, LLC; or (d) To receive any remuneration in any form from Banyan Gaming, LLC for services rendered or otherwise.
3. Any member that is found unsuitable by the Commission shall return all evidence of any ownership in the limited-liability company to Banyan Gaming, LLC, at which time, in accordance with Nevada Gaming Commission Regulations as it pertains to Limited-Liability Companies Licensees, the limited liability company shall within 10 days, after Banyan Gaming, LLC, receives notice from the Commission, return to the member in cash, the amount of his capital account as reflected on the books of the limited-liability company, and the unsuitable member shall no longer have any direct or indirect interest in the limited-liability company.