

L16000169303

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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I ACKNOWLEDGE
SUFFICIENCY OF FILING

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16 SEP -9 PM 8:33

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 281373 4304335

AUTHORIZATION :

COST LIMIT : \$ 150.00

ORDER DATE : September 6, 2016

ORDER TIME : 2:58 PM

ORDER NO. : 281373-010

CUSTOMER NO: 4304335

DOMESTIC AMENDMENT FILING

NAME: CAESARS WORLD INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: _____

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16 SEP - 5 41 03

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Caesars World LLC
Name of Limited Liability Company

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

Please return all correspondence concerning this matter to the following:

Tim Lambert

Name of Person

Caesars Entertainment Operating Company, Inc.

Firm/Company

151 North Joliet St.

Address

Joliet, IL 60432

City/State and Zip Code

tlambert@caesars.com

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

For further information concerning this matter, please call:

Tim Lambert

at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$125.00 Filing Fee

☐

\$130.00 Filing Fee &
Certificate of Status

☐

\$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐

\$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

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

Street Address

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

16 SEP - 9 11 33

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Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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16 SEP -9 AM 9:33

The Articles of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
Caesars World, Inc.

(Enter Name of Other Business Entity)

212682

2. The "Other Business Entity" is a corporation
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida
on September 29, 1978
(date of organization, formation or incorporation) (Enter state, or if a non-U.S. entity, the name of the country)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
Caesars World, LLC

(Enter Name of Florida Limited Liability Company)

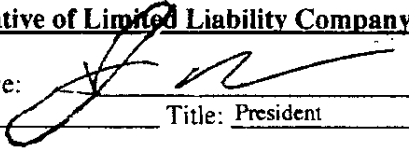
4. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

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.

5. The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 15th day of July 20 16

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 

Printed Name: John Payne

Title: President

Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]

Signature: 

Printed Name: Tim Lambert

Title: Sr. VP and General Counsel of
Caesars Entertainment Operating
Company, Inc., sole Member

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of **ALL** General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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16 SEP -9 AM 9:39

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Caesars World LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

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ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

One Caesars Palace Drive
Las Vegas, NV 89109

Mailing Address:

One Caesars Palace Drive
Las Vegas, NV 89109

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee

Florida

32301

City

State

Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. 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 relating 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.



Registered Agent's Signature (REQUIRED)

Melissa Zender
Asst. Vice President

(CONTINUED)

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

Name and Address:

Caesars Entertainment Operating Company, Inc.

One Caesars Palace Drive

Las Vegas, NV 89109

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____. (OPTIONAL)

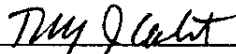
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

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.

ARTICLE VI: Other provisions, if any.

See Exhibit A attached hereto.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.

Tim Lambert

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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EXHIBIT A

These Articles of Organization shall be generally subject to the provisions of the New Jersey Casino Control Act, *N.J.S.A. 5:12-1 et seq.* (the "Act") and the rules and regulations of the Casino Control Commission (the "Commission") and the New Jersey Division of Gaming Enforcement ("Division"). Specifically, and in accordance with the provisions of *N.J.S.A. 5:12-82d(7)*, the Commission shall have the right to disapprove the transfer of any security, share, or other interest in the Company, and, in accordance with *N.J.S.A. 5:12-105a*, no such transfer shall be effective until five days after the Commission the Division have received notice of such transfer. Any holder of an interest that is found to be disqualified by the Commission pursuant to the Act shall dispose of all interest in the Company. Specifically, and in accordance with the provisions of *N.J.S.A. 5:12-82d(8)*, the Company shall have the absolute right to repurchase, at the market price or the purchase price, whichever is less, any interest in the company in the event the Commission disapproves a transfer of such interest in accordance with the provisions of the Act.