



**Exhibit VI.P.3. - Cert. of Formation/Articles of Org. for Limited Liability Company**

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*Submit as Exhibit VI.P.3. a certified copy of its certificate of formation or articles of organization of a limited liability company;*

See attached: (i) Certificate of Tioga Downs Racetrack, LLC; (ii) Articles of Organization of American Racing & Entertainment, LLC; and (iii) Articles of Organization of Southern Tier Acquisition II, LLC.

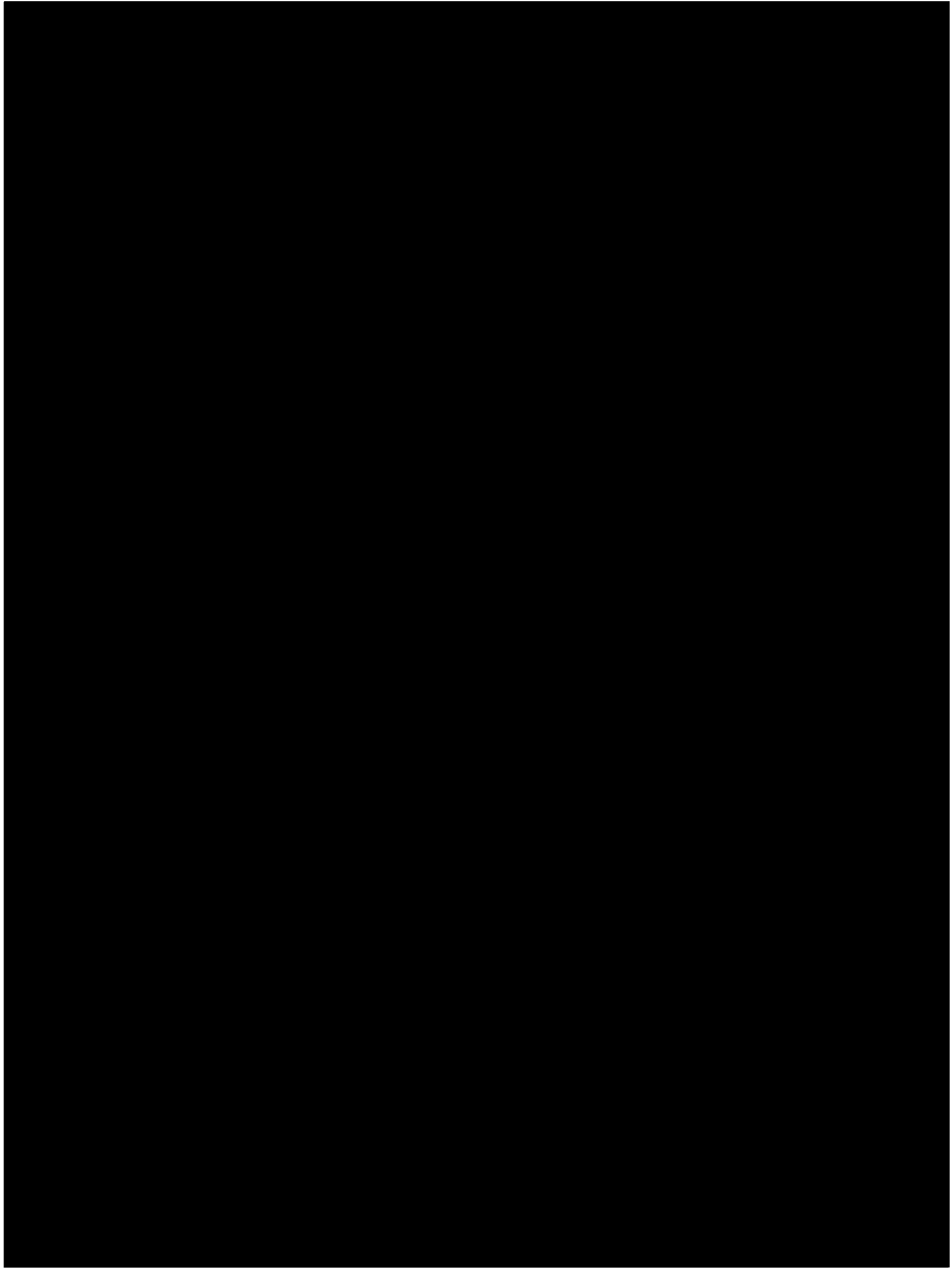
Tioga Downs Works For The Southern Tier

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**CONFIDENTIAL**

# **Tioga Downs Racetrack, LLC**







**STATE OF NEW YORK**

**DEPARTMENT OF STATE**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 21, 2011.

A handwritten signature in black ink, appearing to read "D. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

Rev. 06/07

040526000

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New York State  
Department of State  
Division of Corporations, State Records  
and Uniform Commercial Code  
Albany, New York 12231

**ARTICLES OF ORGANIZATION**

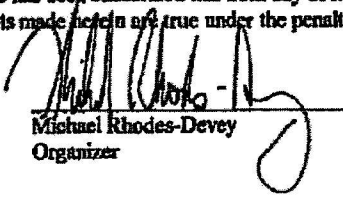
**OF**

**TIOGA DOWNS RACETRACK, LLC**

Under Section 203 of the Limited Liability Company Law

- FIRST:** The name of the limited liability company is: TIOGA DOWNS RACETRACK, LLC
- SECOND:** The county within this state in which the limited liability company is to be located is: Tioga County.
- THIRD:** The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:
- The Towne Law Offices, P.C.  
421 New Karner Road  
P.O. Box 15072  
Albany, New York 12212-5072
- FOURTH:** The effective date of these Articles of Organization shall be the date of filing. The duration to the Limited Liability Company shall be perpetual.
- FIFTH:** The Limited Liability Company is to be managed by one or more managers

IN WITNESS WHEREOF, this certificate has been subscribed this 26th day of May, 2004 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

  
\_\_\_\_\_  
Michael Rhodes-Devey  
Organizer

K

040526000

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**ARTICLES OF ORGANIZATION**

**OF**

**TIOGA DOWNS RACETRACK, LLC**

Under Section 203 of the Limited Liability Company Law

Filed by:

Michael Rhodes-Devey  
(name)

421 New Karner Road, P.O. Box 15072  
(mailing address)

Albany, New York 12212-5072

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED MAY 26 2004

TAXS \_\_\_\_\_  
BY: \_\_\_\_\_

RECEIVED  
2004 MAY 26 PM 2:33

FILED

2004 MAY 26 PM 2:42

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955



**STATE OF NEW YORK**

**DEPARTMENT OF STATE**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 21, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

Rev. 06/07

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*Y26*

New York State  
Department of State  
Division of Corporations, State Records  
and Uniform Commercial Code  
Albany, NY 12231  
www.dos.state.ny.us

### CERTIFICATE OF CHANGE OF

Tioga Downs Racetrack, LLC  
*(Insert name of Domestic Limited Liability Company)*  
Under Section 211-A of the Limited Liability Company Law

FIRST: The name of the limited liability company is: \_\_\_\_\_  
Tioga Downs Racetrack, LLC

If the name of the limited liability company has been changed, the name under which it was formed is: \_\_\_\_\_

SECOND: The articles of organization were filed with the Department of State on: May 26, 2004

THIRD: The change(s) effected hereby are: *[check appropriate statement(s)]*

The county location, within this state, in which the office of the limited liability company is located, is changed to: \_\_\_\_\_

The address to which the Secretary of State shall forward copies of process accepted on behalf of the limited liability company is changed to read in its entirety as follows: \_\_\_\_\_

Towne, Bartkowski & DeFio Kean, P.C.  
P.O. Box 15072, 450 New Karner Road, Albany NY 12212

The limited liability company hereby: *[check one]*  
 Designates \_\_\_\_\_  
as its registered agent upon whom process against the limited liability company may be served. The street address of the registered agent is \_\_\_\_\_

Changes the designation of its registered agent to: \_\_\_\_\_  
The street address of the registered agent is: \_\_\_\_\_

Changes the address of its registered agent to: \_\_\_\_\_

Revokes the authority of its registered agent

*X Peter Savage 1-12-04*

\_\_\_\_\_  
*(Signature)*  
Peter Savage

\_\_\_\_\_  
*(Type or print name)*  
President

\_\_\_\_\_  
*(Title of signer)*

080128000

426

CERTIFICATE OF CHANGE  
OF

Tioga Downs Racetrack, LLC  
*(Insert name of Domestic Limited Liability Company)*  
Under Section 211-A of the Limited Liability Company Law


Filed by: James T. Towne, Jr.  
*(Name)*  
P.O. Box 15072, 450 New Karner Rd  
*(Mailing address)*  
Albany, NY 12212  
*(City, State and Zip Code)*

NOTE: This form was prepared by the New York State Department of State for filing a certificate of change by a domestic limited liability company. You are not required to use this form. You may draft your own forms available at legal supply stores. The Department of State recommends that legal documents be prepared with the guidance of an attorney. The certificate must be submitted with a \$30 filing fee made payable to the Department of State.

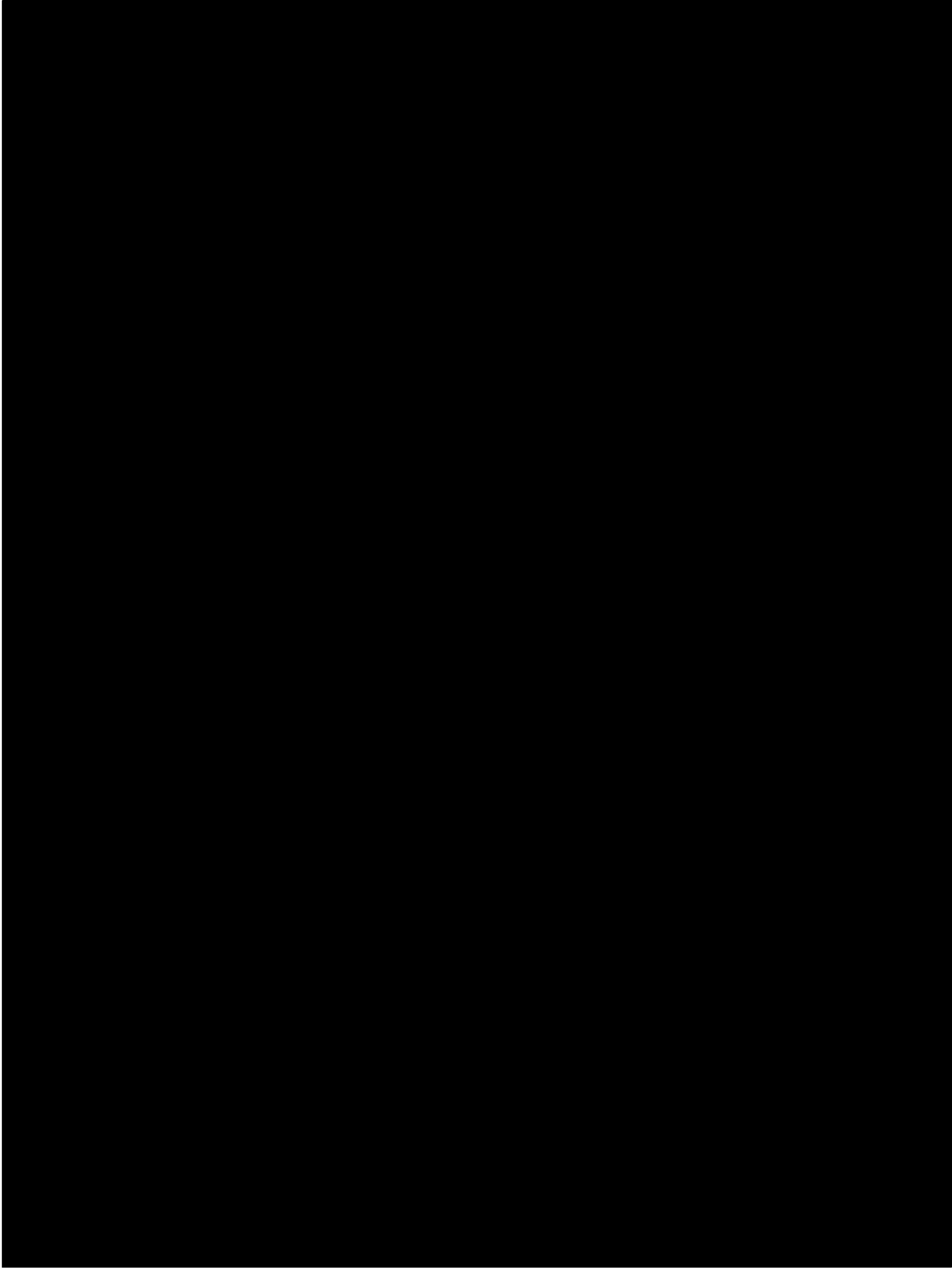
STATE OF NEW YORK  
DEPARTMENT OF STATE

JAN 28 2008

*(For office use only)*

TAX \$ \_\_\_\_\_  
BY: \_\_\_\_\_  


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**State of New York  
Department of State } ss:**

I hereby certify, that **TIOGA DOWNS RACETRACK, LLC** a **NEW YORK Limited Liability Company** filed **Articles of Organization** pursuant to the **Limited Liability Company Law** on **05/26/2004**, and that the **Limited Liability Company** is existing so far as shown by the records of the Department. I further certify the following:

A **Biennial Statement** was filed **05/03/2006**.

**Certificate of Change** was filed on **01/28/2008**.

A **Biennial Statement** was filed **05/28/2008**.

A **Biennial Statement** was filed **06/16/2010**.

I further certify, that no other documents have been filed by such **Limited Liability Company**.



\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 21st day of April  
two thousand and eleven.*

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro  
First Deputy Secretary of State











# **American Racing and Entertainment, LLC**



Sep. 9. 2005 2:58PM

Capital Services, Inc.

No. 2882 P. 4

DRAWDOWN

A.C.T. # 01

F050909000963

New York State  
Department of State  
Division of Corporations, State Records  
and Uniform Commercial Code  
41 State Street  
Albany, NY 12231  
www.dos.state.ny.us

(This form must be printed or typed in black ink)

ARTICLES OF ORGANIZATION  
OF

American Racing and Entertainment, LLC  
(Insert name of Limited Liability Company)

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is American Racing and Entertainment, LLC

SECOND: The county within this state in which the office of the limited liability company is to be located is: New York County

THIRD: The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

Nevada Gold & Casinos, Inc.  
Attn: General Counsel

3040 Post Oak Blvd., Suite 675

Houston, TX 77056

Cathryn L. Porter  
(signature of organizer)

Cathryn L. Porter  
(print or type name of organizer)

CSI-01

F 05090900 0963

ARTICLES OF ORGANIZATION  
OF

American Racing and Entertainment, LLC  
*(Insert name of Limited Liability Company)*

Under Section 203 of the Limited Liability Company Law

Filed by: Nevada Gold & Casinos, Inc.  
*(Name)*  
3040 Post Oak Blvd., Suite 675  
*(Mailing address)*  
Houston, TX 77056  
*(City, State and ZIP code)*

FILED  
SEP-09 PM 4:39

NOTE: • This form was prepared by the New York State Department of State for filing articles of organization for a domestic limited liability company. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$200 filing fee made payable to the Department of State.

ICC  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED SEP 09 2005  
TAX \$ 0  
BY: KT

CSI-01

DRAWDOWN ACCOUNT

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**Southern Tier Acquisition II, LLC**

**State of New York  
Department of State } ss:**

I hereby certify, that SOUTHERN TIER ACQUISITION II LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 09/13/2005, and that the Limited Liability Company is existing so far as shown by the records of the Department. I further certify the following:

An Affidavit of Publication of SOUTHERN TIER ACQUISITION II LLC was filed on 01/11/2006.

An Affidavit of Publication of SOUTHERN TIER ACQUISITION II LLC was filed on 01/11/2006.

A Biennial Statement was filed 08/30/2007.

The Biennial Statement is past due.

I further certify, that no other documents have been filed by such Limited Liability Company.



\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 21st day of June  
two thousand and eleven.*

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro  
First Deputy Secretary of State

F050913000681

CSC 45  
DRAW DOWN

ARTICLES OF ORGANIZATION

OF

SOUTHERN TIER ACQUISITION II LLC

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is

SOUTHERN TIER ACQUISITION II LLC

SECOND: The county within this state in which the office of the limited liability company is to be located is New York.

THIRD: The secretary of state is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state to which the secretary of state shall mail a copy of any process against the limited liability company served upon him or her is c/o Newmark & Co.

Attn: Mr. Jeffrey Gural  
125 Park Avenue  
New York, NY 10017

FOURTH: The limited liability company is to be managed by (check appropriate box):

- 1 or more members
- A class or classes of members
- 1 or more managers
- A class or classes of managers

Dolores Burton  
(signature)

Dolores Burton, Organizer  
(name and capacity of signer)

F050913000681

ARTICLES OF ORGANIZATION  
OF  
SOUTHERN TIER ACQUISITION II LLC

Under Section 203 of the Limited Liability Company Law

FILED  
2005 SEP 13 PM 12:42

Filer:  
Goldberg Weprin & Ustin  
22nd Floor  
1501 Broadway  
New York, NY 10036

Cust Ref# 592081DB  
DRAWDOWN

CSC 45  
DRAW DOWN

ICC  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED

SEP 13 2005

TAX S. \_\_\_\_\_  
BY: \_\_\_\_\_

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\_\_\_\_\_ 2/24

F 060111000 947

State of New York  
City of New York ss.:  
County of New York

Copy of Advertisement

*[Signature]*  
..... being duly sworn, says that she is the  
Principal Clerk of the publisher of Real Estate  
Weekly, a weekly newspaper, published at 20 West  
22nd Street in the City of New York, County of  
New York, State of New York, and further states  
that the advertisement hereto annexed has been  
regularly published in the said Real Estate Weekly  
once in each week for 10 successive weeks  
commencing on the  
11th day of November, 05

*[Signature]*  
.....  
Principal Clerk

Notice of Formation of Southern  
Tier Acquisition II LLC. Arts. of  
Org. filed with Secy. of State of NY  
(SSNY) on 9/13/05. Office loca-  
tion: NY County. SSNY designated  
as agent of LLC upon whom pro-  
cess against it may be served.  
SSNY shall mail process to: c/o  
Newmark & Co., 125 Park Ave.,  
NY, NY 10017. Attn: Jeffrey Gural.  
Purpose: any lawful activity.

Subscribed and sworn to before me,  
this 22 day of January, 2006

*[Signature]*

KAREN A. WONG  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 01WO6053975  
QUALIFIED IN WESTCHESTER COUNTY  
TERM EXPIRES JAN. 22 2007

F060111000947

FILED  
2006 JAN 11 PM 3:20

AFFIDAVIT OF PUBLICATION  
OF  
SOUTHERN TIER ACQUISITION II LLC

Under Section 206 of the Limited Liability Company Law

*lc*  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JAN 11 2006

TAXS \_\_\_\_\_  
BY: *WHL*

Filer:  
Goldberg Weprin & Ustin  
22nd Floor  
1501 Broadway  
New York, NY 10036  
Cust. Ref. #652750CMJ

DRAWDOWN

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*J*  
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STATE OF NEW YORK  
County of New York, s:

**NOTICE OF FORMATION**  
of Southern Tier Acquisition II LLC, Arts. of Org. filed with Secy. of State of NY SSNY D on 8/13/05. Office location: NY County. SSNY designated as agent of LLC upon whom process against it may be served. SSNY shall mail process to: c/o Newark & Co. 125 Park Ave., NY, NY 10017. Attn: Jeffrey Gural. Purpose: any lawful activity. 006113 016-W 021

Cynthia Byrd, being duly sworn, says that she is the PRINCIPAL CLERK of the Publisher of the NEW YORK LAW JOURNAL, a Daily Newspaper; that the Advertisement hereto annexed has been published in the said NEW YORK LAW JOURNAL in each week for 6 successive weeks, commencing on the 16th day of November, 2005.

TO WIT: NOVEMBER 16, 23, 30, 2005 DECEMBER 7, 14, 21, 2005

*Cynthia Byrd*

SWORN TO BEFORE ME, this 21st day

Of December, 2005.

*Jennifer Hannafey*

Jennifer Hannafey  
Notary Public, State of New York  
No. 01ha6128042  
Qualified in Richmond County  
Commission Expires June 06, 2009

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FILED  
2006 JAN 11 PM 3:20

AFFIDAVIT OF PUBLICATION  
OF  
SOUTHERN TIER ACQUISITION II LLC

Under Section 206 of the Limited Liability Company Law

*lee*  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED JAN 11 2006  
TAXS \_\_\_\_\_  
BY: *Wbd*

Filer:  
Goldberg Weprin & Ustin  
22nd Floor  
1501 Broadway  
New York, NY 10036  
Cust. Ref. #652750CMJ

DRAWDOWN

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