

New Windsor Casino & Resort, LLC

EXECUTIVE SUMMARY

New Windsor Casino & Resort, LLC, on behalf of its member, Greenetrack, Inc. and its Manager, Full House Resorts, Inc. (collectively, the "Applicant") is pleased to present **THE GRAND HUDSON RESORT AND CASINO** ("The Grand Hudson"). This Application is submitted in response to the Request For Applications issued by the New York Gaming Facility Location Board.

The Grand Hudson will create a breathtaking experience in the middle of the historic Hudson Valley ("Valley") for residents and visitors from across the region and the country. The project developer, Greenetrack, Inc., **a New York certified Minority Owned Business**, has teamed with experienced casino partners to create an entertainment and recreational experience that is expected to generate on average over the next ten (10) years more than \$181 million in state gaming tax revenue and device fees. (See also Exhibit VIII.B.4 in this Application for a study of Total Tax and related revenues.) As more fully discussed in this Application, (See, e.g., the Economic Impact Study in Exhibit VIII.B.3.a) by utilizing on-site and off-site opportunities, The Grand Hudson will transform the region into a vibrant economic engine that will easily stretch not only into the seven counties comprising the Valley, but outside the state of New York as well.

Why Orange County?

The Grand Hudson will be located in New Windsor, NY at Stewart International Airport. Orange County is one of the poorest counties and areas in Hudson Valley, with over 11% of its population living below the poverty line. After considering over ten potential sites for a gaming facility, Greenetrack settled in Orange County, specifically in the Town of New Windsor and the City of Newburgh for three reasons: economic impact, accessibility and existing infrastructure.

Stewart Airport has been touted as a potential **economic engine** of the Hudson Valley for decades, yet its surrounding communities continue to struggle with high rates of unemployment and poverty. Much of the land at Stewart is a drain on surrounding municipalities – there are no real estate taxes paid to the County and little to them. The Grand Hudson's proposal not only takes into consideration the community's economic need for revenue and quality jobs, but also takes our commitment one step further by offering job training, internships and scholarships to qualified residents. Our proposal includes community give back programs and additional education funding the Newburgh Enlarged City and the Cornwall school districts. Our goal is to help the local community flourish while bringing gaming to the Hudson Valley.

Accessibility to Stewart Airport is second to none. The casino property already benefits from existing air, road and rail transportation. The Grand Hudson will advertise the accessibility of the facility to the airport – utilizing an existing Las Vegas based airline - to attract visitors for our 3,000 slot machines and 100 table games. The multi-purpose event center can be utilized as an international conference center, an entertainment venue, trade show center or a local meeting venue for a variety of events. Travelers by road – cars and buses – will find direct access, and the benefit of International Boulevard, where I 84 and I 87 meet. This ease of access will attract visitors from as far west as Scranton, PA and as far east as Danbury, CT. As an added bonus, the state's \$55 million dollar investment in the state highway exchange (International Boulevard), eases any localized traffic concerns (and will be finally utilized). Train service from New York City and the down state region is less than a ten minutes' drive from the facility. The two major stations are Beacon and Salisbury Mills. Shuttles from the trains will be offered daily, and the Applicant has proposed a trolley initiative in the City of Newburgh to provide free local transportation up and down Broadway. The trolley will not only offer free transportation for residents and workers, but also help to encourage local tourism and the revitalization of Broadway in Newburgh.

Stewart Airport is unique. The property itself is one of the best reasons to select the location. There is significant **infrastructure** in place that needs little improvements in order to begin construction. In fact,

New Windsor Casino & Resort, LLC

EXECUTIVE SUMMARY

permits to begin are already in hand! The many advantages of the property include a completed SEQRA review and a negative declaration by the Town. The environmental impact study determined that the facility will utilize existing water and sewage infrastructure, and impacts to air, noise, light, visibility and wildlife are either non-existent or within local permitted levels. With SEQRA completed and permits in hand, the Grand Hudson is a true "shovel ready" project.

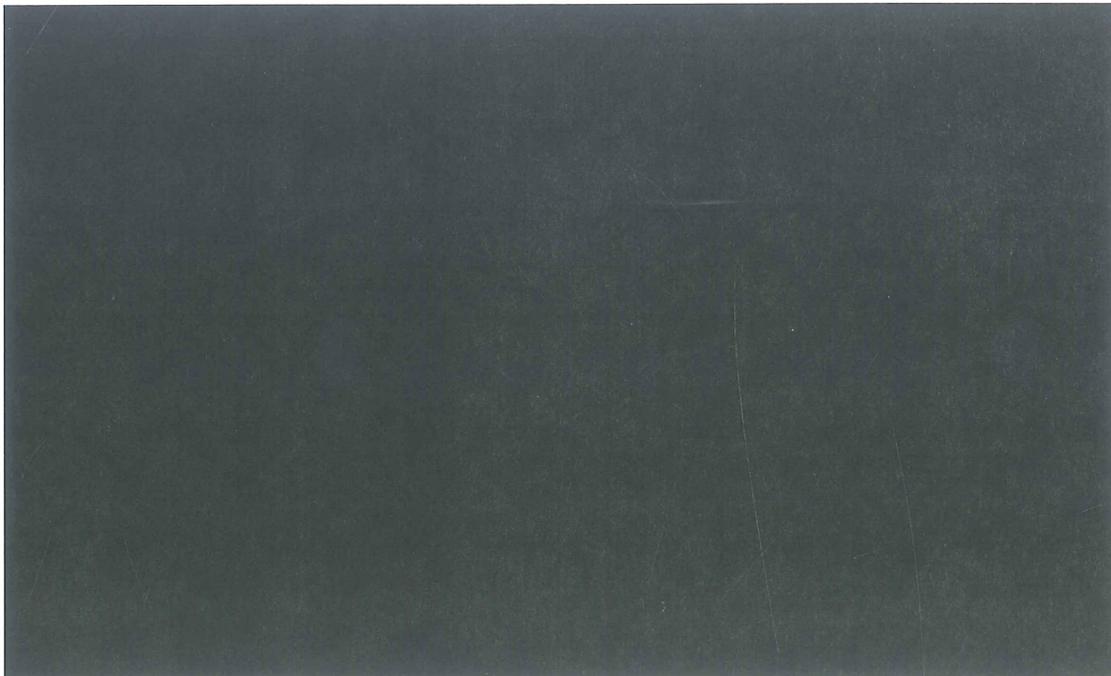
In short, Stewart Airport is the best location for a gaming facility in the region. It brings significant economic resources to Orange County, creates the least significant impact on the environment, encourages local tourism and utilizes existing infrastructure.

Why The Grand Hudson?

Commensurate with the Governor's mission, the Mid-Hudson Regional Economic Development Council Strategic Plan, and the upstate New York gaming economic development act legislation, The Grand Hudson is designed to stimulate economic development, creating thousands of good paying jobs and local income while generating added revenue to the state.

The Grand Hudson will be a world class destination resort and casino, consisting of a gaming floor (3,000 slot machines; 100 table games), several restaurants, bars and lounges, a 350 room, 14-story tower hotel, a state of the art international conference center, a future retail and movie entertainment center, various outdoor amenities consistent with the natural topography, and adequate parking.

The table below is a five (5) year snap-shot of the projected operating results for the Grand Hudson Resort and Casino.



We estimate that the Grand Hudson will create up to 2,500 permanent union and prevailing wage jobs. And this is only the beginning. In addition to the 2,500 jobs offered by the casino, increased tourism to the area will create additional jobs and revenue for both the host municipality and the City of Newburgh. We estimate

New Windsor Casino & Resort, LLC

EXECUTIVE SUMMARY

over 1400 new indirect and induced jobs will be created as a result of the Grand Hudson coming to the Valley.

We deeply believe in investing in employees and the community in which those employees live. The Grand Hudson will offer full benefits to every full-time employee, as well as additional resources such as extra job training and mentoring programs and on-site day care. To increase economic activity beyond our facility, we have made financial commitments to the host community and other counties and municipalities in the Hudson Valley region will include:

The development of local business partnerships. We believe in the local community. The Grand Hudson will form partnerships with local businesses to help supply facility resources. In Everything from local food sourcing to utilizing local business services, our facility will focus on business partnerships within the community and surrounding region to help encourage tourism, foster growth and promote the natural splendor of the beautiful Hudson Valley.

The development of the Mid-Hudson Valley Sports & Aquatics Center. We believe in doing what is best for the community and enhancing the lives of children. After speaking with many community members – in Orange, Dutchess and Sullivan Counties - we noticed that there was a need for a multi-purpose sports and aquatics center. Our facility includes plans for a state of the art sports and aquatics complex with an Olympic size pool and diving center, indoor and outdoor soccer fields and more. From ball fields in Hamptonburgh, to improvements to the Dutchess County Stadium, The Grand Hudson's commitment to local communities and community spaces will create additional economic activity by attracting families from all across the region to the Sports & Aquatics Center for tournaments and swimming competitions.

The rebuilding of the New Windsor Police Academy. We have agreed to help rebuild the New Windsor Police Academy. A brand new high-tech police academy will be built to help the Town of New Windsor train its law enforcement officers, keeping the community safe.

Additional educational programming and benefits: Greenetrack will create a variety of funds that will assist in the furthering educational resources and programing. Our proposal focuses heavily on students from depressed, urban areas within Orange County. Although the revenue generated by the Grand Hudson will primarily affect the Washingtonville school district, the Applicant has letters of support from the Cornwall and Newburgh Enlarged City school districts. In addition to educational resources, job readiness courses, combination tutoring, and scholarships, Greenetrack will offer students incentives for applying to college. For more information on this part of our proposal, please see The New Newburgh Initiative described in Exhibit IX.A.3.

Additional funding opportunities for counties throughout the Mid-Hudson Valley. Greenetrack proposes the implementation and cultivation of the Hudson Valley Initiative, an economic development fund unique to the Mid-Hudson Valley region. The Mid-Hudson Valley Regional Economic Development Fund (MHV- REDF) will be set up as a local not for profit development organization committed to providing a combination of loans and grants to various projects throughout the region. The initiative will be overseen by a committee of Hudson Valley counties and chaired by appointees from the four county executives. Starting between years one and two of operation, the REDF will be funded by annual amounts. The REDF will be modeled on other successful Local Development Corporation entities in the region, such as the Catskill Watershed Corporation.

New Windsor Casino & Resort, LLC

EXECUTIVE SUMMARY

Can We Do All We Have Promised?

The plan for The Grand Hudson is bold. But, our team has a track record of success. Our majority principal, Michael J. Malik, Sr., has more than 25 years of experience as a developer of casino projects. Mr. Malik's success includes transforming several communities in urban settings (Detroit, MI). Mr. Malik, as a partner with NAG, directed a ballot effort to bring casino gaming to Detroit, Michigan. In 1996, NAG teamed with Atwater Entertainment to support the passage of a Michigan statewide proposal facilitating the development of three commercial casinos in Detroit. The passage of the proposal established Detroit as the first urban area in the country to open commercial casinos. Following passage of the proposal, Malik worked with state elected officials to negotiate and implement the regulatory oversight framework for the Detroit casinos.

As a member of the Applicant, Greenetrack, Inc. has a track record of success in delivering on the commitments described in this Application. Greenetrack is a NYS Minority Owned Business committed to its community. In selecting Orange County, Greenetrack viewed a community that is close to the economic level experienced by Greene County, Alabama in the 1990's. In 2003 Greene County became the fastest growing county in Alabama, thanks to Greenetrack's history of investing in its employees and promoting local business partnerships. Greenetrack wants nothing more than to bring this model of success to Orange County, New York. Greenetrack President Luther Winn understands the value of a good education and a living wage. Throughout Greenetrack's history, employees have enjoyed fair compensation for their work (an average of \$42,000) full benefits and other support services. A testament to Mr. Winn's commitment to community, the Greenetrack Greene County Enrichment Scholarship fund grants scholarships to employees and their dependent(s) that have graduate from Greene County High School. The scholarship model includes a tutoring program.

Finally, The Grand Hudson will be managed by Full House Resorts, Inc. Full House is a multi-jurisdictional Gaming company with operations in four different states across the United States. Full House has a very experienced team and capable management team with extensive experience in the development and management of casino properties.

Conclusion

The Grand Hudson will create a world-class destination resort, with the goal of generating lasting economic growth for the Valley – including each of its seven counties. Our proposal lays out a unique plan to offer gaming in New York while investing in the people and the communities within the Hudson Valley. The Grand Hudson proposal will bring the kind of entertainment and economic success that has been seen in Detroit, MI and Eutaw, AL – our efforts will raise up the economic opportunities of the City of Newburgh and other economically depressed municipalities. We will provide the type of facility which will provide revenue to the State and Hudson Valley for years to come.

Over the next pages, you will read about our facility, experience, support, partnerships – and our commitment. But most of all, you will read about our vision. The Grand Hudson will be the jewel of the Valley – transforming the Valley into a true destination.

COME ON IN – THE GRAND HUDSON IS WAITING FOR YOU !!!!!

New Windsor Casino & Resort, LLC

Primary Binder:
Applicant Information

Exhibit VI.A Name of Applicant

Exhibit VI.A. - Submit the Applicant's and, if applicable, the Manager's, full name as it appears on its certificate of incorporation, charter, by-laws or other official document. Also include any d.b.a. or trade name.

Applicant: New Windsor Casino & Resort, LLC dba The Grand Hudson Resort and Casino

Manager: Full House Resorts, Inc.

New Windsor Casino & Resort, LLC

Primary Binder:
Applicant Information

Exhibit VI.B Contact Person

Exhibit VI.B Submit the name, title, email address and telephone number of the individual to be contacted in reference to this Application

Contact Person: Michael J. Malik Sr.
Member



New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.C Principal Place of Business

Exhibit VI.C Submit the street address, city, state, zip code and telephone number for the Applicant's and, if applicable, the Manager's principal place of business. Also include the URL for any website maintained by or for the Applicant and, if applicable, the Manager

Applicant: New Windsor Resort & Casino, LLC
PO Box 36478
Grosse Pointe, MI 48236

Manager: Full House Resorts, Inc.
4670 S. Fort Apache Road
Las Vegas, Nevada 89147
(702) 221-7800
www.fullhouseresorts.com

New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.D Type Of Business Formation

Exhibit VI.D Type of business entity under which the Applicant and, if applicable, the Manager, is formed (e.g., corporation, limited liability company, partnership, etc.), the state (or other jurisdiction) of formation and the Federal Tax Identification Number. Also, attach evidence of existence or formation as an entity (e.g., a certificate of good standing) as of a date not earlier than ten (10) days prior to the submission of the Application

Applicant: **New Windsor Casino & Resort, LLC**
Formed as a Delaware LLC on June 25, 2014
Federal Tax Identification number: 47-1203016
Certificate of Good Standing attached as Exhibit VI.D-1
Application for Authority To Do Business in NY filed June 27, 2014 – see Exhibit VI.D.1-a
Assumed Name (DBA) Certificate filed in NY June 27, 2014 – see Exhibit VI.D.1-b

Greenetrack, Inc.
Formed as an Alabama Corporation on August 28, 1995
Federal Tax Identification number: 63-1151741
Certificates of Good Standing attached as Exhibits VI.D-2 & VI.D-3
Application for Authority To Do Business in NY filed May 7, 2013; confirmed on June 25, 2014 – see Exhibit VI.D-2a.

Manager: **Full House Resorts, Inc.**
Formed as a Delaware Corporation originally as Hour Corp. on January 5, 1987, subsequently changed name to D.H.Z Capital Corp. on June 17, 1987 and ultimately to Full House Resorts, Inc. on September 2, 1992
Federal Tax Identification number: 13-3391527
Certificate of Good Standing attached as Exhibit VI.D-4

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW WINDSOR CASINO & RESORT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JUNE, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEW WINDSOR CASINO & RESORT, LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5558745 8300

140886816



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1488447

DATE: 06-26-14

You may verify this certificate online at corp.delaware.gov/authvar.shtml

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 June 27, 2014.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

140627000 662

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza, 99 Washington Ave.
Albany, NY 12231
www.dos.ny.gov

APPLICATION FOR AUTHORITY
OF

NEW WINDSOR CASINO & RESORT, LLC

(Insert name of Foreign Limited Liability Company)

Under Section 802 of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

NEW WINDSOR CASINO & RESORT, LLC

If the name does not contain the required words or abbreviation pursuant to Section 204 of the Limited Liability Company Law, the following words or abbreviation is added to the name for use in this state:

(Do not complete this section unless the limited liability company's true name is not available pursuant to §204 of the Limited Liability Company Law.) The fictitious name under which the limited liability company will do business in New York is:

(The fictitious name must contain the words "Limited Liability Company" or abbreviation "LLC" or "L.L.C.")

SECOND: The jurisdiction of organization of the limited liability company is: _____

STATE OF DELAWARE . The date of its organization is: JUNE 25, 2014

THIRD: The county within New York state in which the office, or if more than one office, the principal office of the limited liability company is to be located is: NEW YORK COUNTY

FOURTH: 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 served against him or her is:

PO BOX 36478
GROSSE POINTE, MI 48326

FIFTH: (Check and complete the statement that applies)

The address of the office required to be maintained in the jurisdiction of its formation is:

1209 Orange Street
Wilmington, Delaware 19801

If no office is required to be maintained in the jurisdiction of its formation, the address of the principal office of the limited liability company is:

SIXTH: The foreign limited liability company is in existence in its jurisdiction of formation at the time of filing of this application.

SEVENTH: The name of the authorized officer in its jurisdiction of its formation where a copy of its articles of organization is filed is (e.g. "Secretary of State"):

DELAWARE SECRETARY OF STATE

The address for such officer is:

401 FEDERAL STREET
DOVER, DE 19901

X

(Signature)

RICHARD L. WEISZ, ESQ.

(Type or print name)

Capacity of signer (Check appropriate box):

Member

Manager

Authorized Person

Please Note: A certificate of existence or, if no such certificate is issued by the jurisdiction of formation, a certified copy of the articles of organization of the limited liability company and all subsequent amendments therefore, or if no articles of organization have been filed, a certified copy of the certificate filed as its organizational base and all amendments thereto, **must be attached** to the application for authority when submitted for filing. If such certificate or certified copy is in a foreign language, a translation in English under oath of the translator shall be attached.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW WINDSOR CASINO & RESORT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JUNE, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEW WINDSOR CASINO & RESORT, LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



5558745 8300

140886816

You may verify this certificate online at corp.delaware.gov/authvar.shtml

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1488447

DATE: 06-26-14

662

APPLICATION FOR AUTHORITY
OF

NEW WINDSOR CASINO & RESORT, LLC

(Insert name of Foreign Limited Liability Company)
Under Section 802 of the Limited Liability Company Law

Filed by: Robert J. McLaughlin, Esq. and Richard L. Weisz, Esq.
(Name)
c/o Hodgson Russ, LLP
(Mailing address)
677 Broadway, Albany, New York 12207
(City, State and Zip code)

NOTE: This form was prepared by the New York State Department of State for filing an application for authority for a foreign limited liability company to conduct business in New York State. 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 supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$250 filing fee made payable to the Department of State.

(For office use only.)

1CC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 27 2014
TAXS _____
BY: KT

FILED

JUN 27 2:46

JUN 27 11:20

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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 June 27, 2014.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

Certificate of Assumed Name
Pursuant to General Business Law §130

1. REAL NAME OF ENTITY: **NEW WINDSOR CASINO & RESORT, LLC**

1a. FICTITIOUS NAME, IF ANY, OF FOREIGN ENTITY (Not Assumed Name):

20740627061

2. FORMED OR AUTHORIZED UNDER THE FOLLOWING NEW YORK LAW (Check one):

- Business Corporation Law Limited Liability Company Law Religious Corporations Law
 Education Law Not-for-Profit Corporation Law Revised Limited Partnership Act
 Other (specify law):

3. ASSUMED NAME: **THE GRAND HUDSON RESORT AND CASINO**

4. PRINCIPAL PLACE OF BUSINESS IN NEW YORK STATE (MUST INCLUDE NUMBER AND STREET) IF NONE, CHECK THIS BOX AND PROVIDE OUT-OF-STATE ADDRESS:

Suite 1443
30 Broad Street
New York, New York 10004

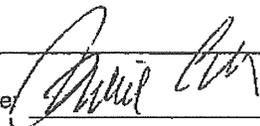
5. COUNTY(IES) IN WHICH ENTITY DOES OR INTENDS TO DO BUSINESS: ALL COUNTIES (or check applicable county(ies) below)

- | | | | | | | | |
|--|--------------------------------------|-------------------------------------|---------------------------------------|-----------------------------------|------------------------------------|--------------------------------------|--|
| <input type="checkbox"/> Albany | <input type="checkbox"/> Cattaraugus | <input type="checkbox"/> Chenango | <input type="checkbox"/> Delaware | <input type="checkbox"/> Franklin | <input type="checkbox"/> Hamilton | <input type="checkbox"/> Lewis | <input type="checkbox"/> Montgomery |
| <input type="checkbox"/> Allegany | <input type="checkbox"/> Cayuga | <input type="checkbox"/> Clinton | <input type="checkbox"/> Dutchess | <input type="checkbox"/> Fulton | <input type="checkbox"/> Herkimer | <input type="checkbox"/> Livingston | <input type="checkbox"/> Nassau |
| <input type="checkbox"/> Bronx | <input type="checkbox"/> Chautauqua | <input type="checkbox"/> Columbia | <input type="checkbox"/> Erie | <input type="checkbox"/> Greene | <input type="checkbox"/> Jefferson | <input type="checkbox"/> Madison | <input checked="" type="checkbox"/> New York |
| <input type="checkbox"/> Broome | <input type="checkbox"/> Chemung | <input type="checkbox"/> Cortland | <input type="checkbox"/> Essex | <input type="checkbox"/> Genesee | <input type="checkbox"/> Kings | <input type="checkbox"/> Monroe | <input type="checkbox"/> Niagara |
| <input type="checkbox"/> Oneida | <input type="checkbox"/> Orleans | <input type="checkbox"/> Queens | <input type="checkbox"/> St. Lawrence | <input type="checkbox"/> Schuyler | <input type="checkbox"/> Steuben | <input type="checkbox"/> Warren | <input type="checkbox"/> Wyoming |
| <input type="checkbox"/> Onondaga | <input type="checkbox"/> Oswego | <input type="checkbox"/> Rensselaer | <input type="checkbox"/> Saratoga | <input type="checkbox"/> Seneca | <input type="checkbox"/> Suffolk | <input type="checkbox"/> Washington | <input type="checkbox"/> Yates |
| <input type="checkbox"/> Ontario | <input type="checkbox"/> Otsego | <input type="checkbox"/> Richmond | <input type="checkbox"/> Schenectady | <input type="checkbox"/> Tompkins | <input type="checkbox"/> Sullivan | <input type="checkbox"/> Wayne | |
| <input checked="" type="checkbox"/> Orange | <input type="checkbox"/> Putnam | <input type="checkbox"/> Rockland | <input type="checkbox"/> Schoharie | <input type="checkbox"/> Ulster | <input type="checkbox"/> Tioga | <input type="checkbox"/> Westchester | |

6. ADDRESS OF EACH LOCATION, INCLUDING NUMBER AND STREET, IF ANY, OF EACH PLACE WHERE THE ENTITY CARRIES ON, CONDUCTS OR TRANSACTS BUSINESS IN NEW YORK STATE. Use page 2 if needed. The address(es) must be a number and street, city state and zip code. The address(es) reflected in paragraph 6 must be within the county(ies) indicated in paragraph 5. If none, check the box: No New York State Business Location

Suite 1443, 30 Broad Street, New York, New York 10004

Name of Signer: **RICHARD L. WEISZ, ESQ.**

Signature: 

- Capacity of Signer (Check one): Officer of the Corporation General Partner of the Limited Partnership
 Member of the Limited Liability Company Manager of the Limited Liability Company
 Authorized Person

STATE OF NEW YORK
DEPARTMENT OF STATE

Filer: Name: **Robert J. McLaughlin, Esq. and Richard L. Weisz, Esq.**

Mailing Address: **c/o Hodgson Russ LLP**

City, State and Zip Code: **677 Broadway, Albany, NY 12207**

FILED JUN 27 2014

328136

BY: 

NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. All documents should be prepared under the guidance of an attorney. The certificate must be submitted with a \$25 fee. For corporations, the Department of State also collects the following, additional, county clerk fees for each county in which a corporation does or intends to do business as indicated in paragraph 5: \$100 for each county within New York City (Bronx, Kings, New York, Queens and Richmond) and \$25 for each county outside New York City. All checks over \$500 must be certified.

140627000662

Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the entity records on file in this office disclose that Greenetrack, Inc. was formed in Greene County, Alabama on August 28, 1995. The Alabama Entity Identification number for this entity is 174-292. I further certify that the records do not disclose that said entity has been dissolved, cancelled or terminated.



20140626000001676

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

6/26/2014

Date

Jim Bennett

Secretary of State

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 June 18, 2014.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

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New York State Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

**APPLICATION FOR AUTHORITY
OF**

Greenetrack, Inc.

(Insert Corporate Name)

Under Section 1304 of the Business Corporation Law

FIRST: The name of the corporation is:

Greenetrack, Inc.

If the name does not contain a required word or abbreviation indicating corporate character pursuant to § 301 of the Business Corporation Law, the corporation agrees to add the word or abbreviation _____ to the end of its name for use in this state.

(Do not complete this section unless the corporation's true name is not available pursuant to §301 or § 302 of the Business Corporation Law.) The fictitious name under which the corporation will do business in New York is:

SECOND: The jurisdiction in which the corporation was organized is:

Greene County (Alabama)

The date of its incorporation is: August 28, 1995

THIRD: This corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

FOURTH: The county within this state in which the office of the corporation is to be located is:

New York County

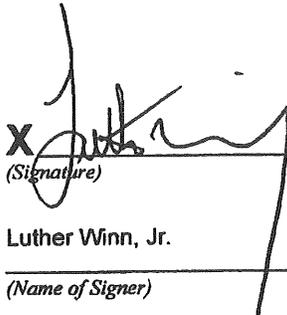
(A county in New York State is required. Please note that the corporation is not required to have an actual physical office in this state.)

FIFTH: The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

Herlecia Hampton, General Manager
Greenetrack, Inc.
Post Office Box 471
Eutaw, Alabama 35462

SIXTH: *(Check the statement that applies.)*

- The foreign corporation has not since its incorporation or since the date its authority to do business in New York was last surrendered, engaged in any activity in this state.
- The consent of the New York State Tax Commission is attached.

X 
(Signature)

Luther Winn, Jr.
(Name of Signer)

President/CEO
(Title of Signer)

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

the entity records on file in this office disclose that Greenetrack, Inc. was formed
in Greene County, Alabama on August 28, 1995. The Alabama Entity
Identification number for this entity is 174-292. I further certify that the records
do not disclose that said entity has been dissolved, cancelled or terminated.



20130506000004942

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.

5/6/2013

Date

Beth Chapman

Beth Chapman

Secretary of State

130507000 276

APPLICATION FOR AUTHORITY
OF

Greenetrack, Inc.

(Insert Corporate Name)

Under Section 1304 of the Business Corporation Law

Filed by: Luther Winn, Jr.

(Name)

Post Office Box 471

(Mailing Address)

Eutaw, Alabama 35462

(City, State and Zip Code)

Notes:

1. You must also submit a Certificate of Existence from the official who files and maintains incorporation records in the jurisdiction of the corporation's formation.
2. The name of the corporation and date of incorporation must exactly match the name of the corporation and, if applicable, the date of incorporation stated in the Certificate of Existence.
3. The Application for Authority must be signed by an officer, director or duly authorized person.
4. Attach the consent of the NYS Tax Commission, if required. To request consent, call the NYS Department of Taxation and Finance at (518) 485-2639.
5. The Application for Authority must be submitted with a \$225 filing fee, made payable to the Department of State.
6. 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.

(For Office Use Only)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 07 2013

TAXS

BY:

JCH
New York

JCH

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

I hereby certify, that GREENETRACK, INC. a ALABAMA corporation, filed an Application for Authority to do business in the State of New York on 05/07/2013. I further certify that so far as shown by the records of this Department, such corporation is still authorized to do business in the State of New York.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 25th day of June two
thousand and fourteen.*

Anthony Scardino

Executive Deputy Secretary of State

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FULL HOUSE RESORTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JUNE, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

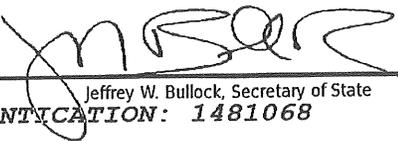
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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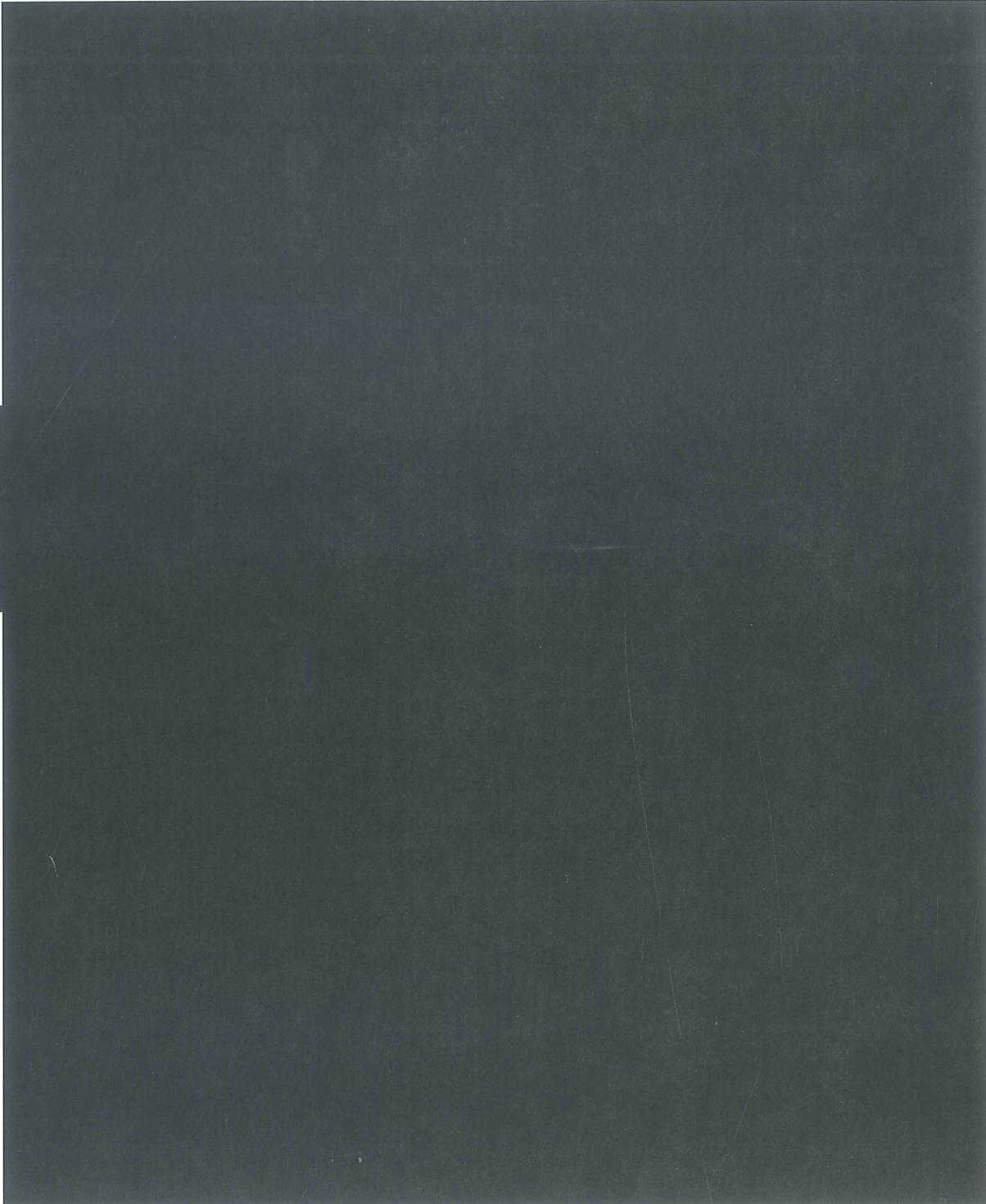
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at corp.delaware.gov/authver.shtml

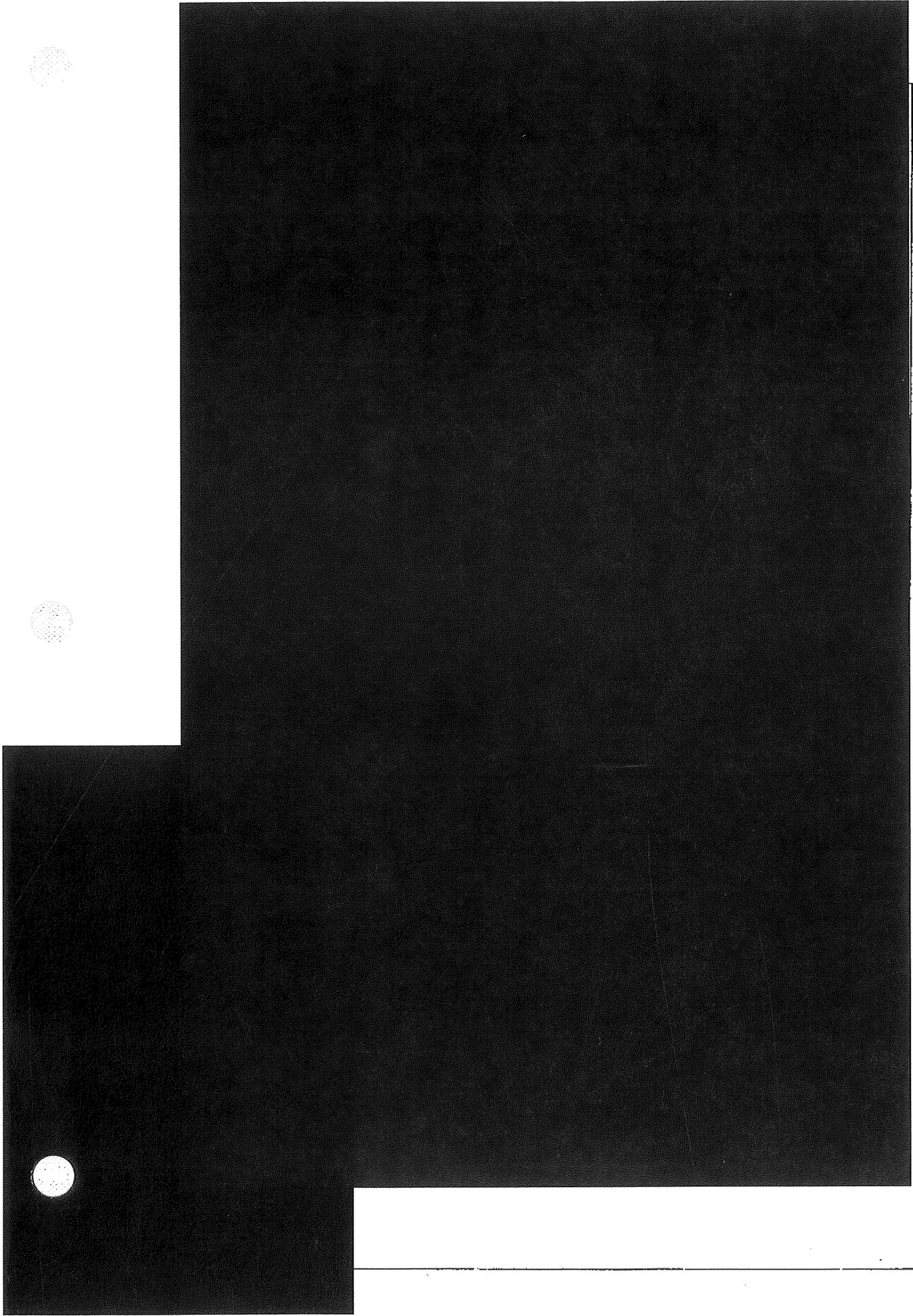

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1481068

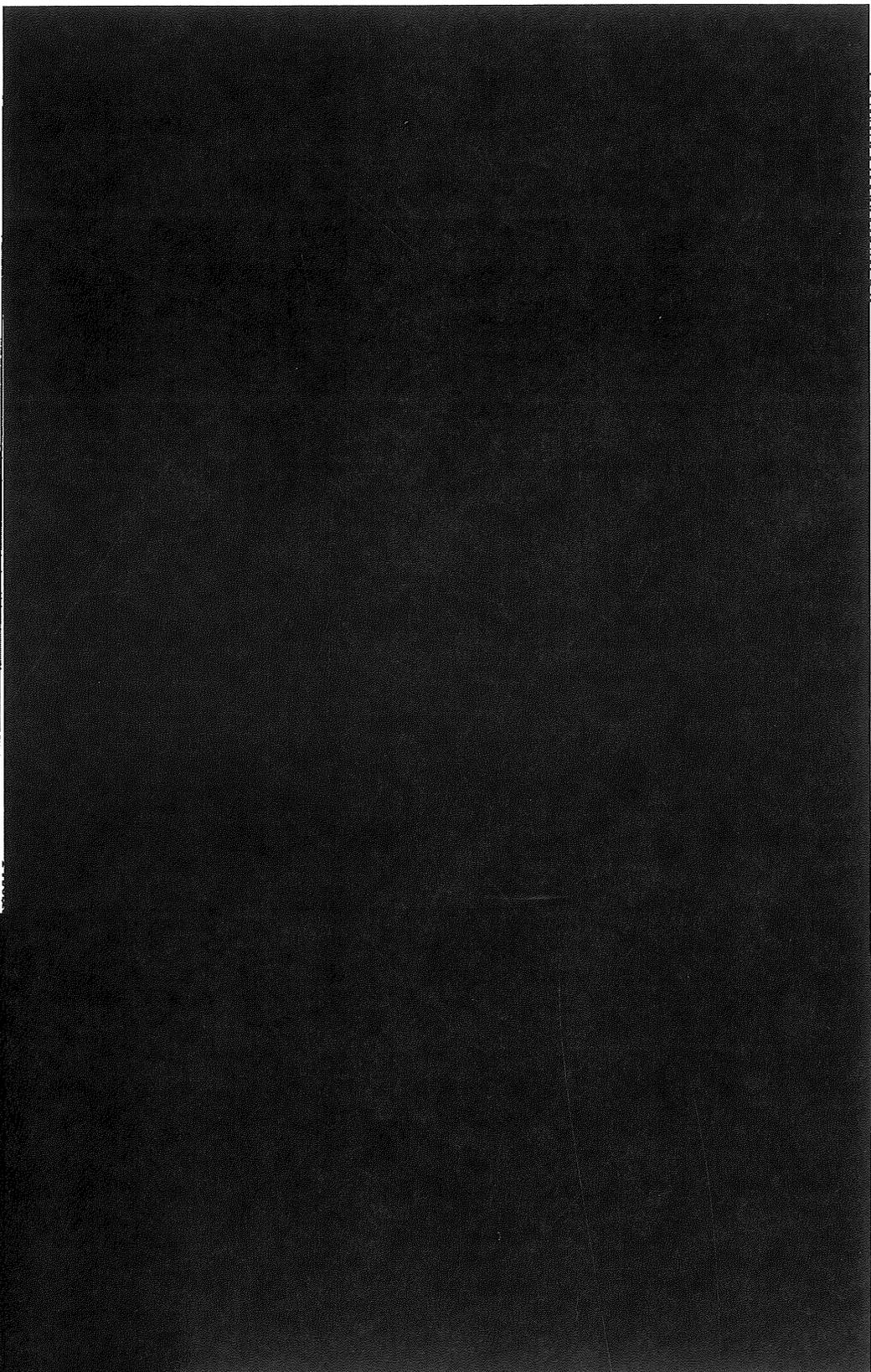
DATE: 06-24-14

Exhibit VI.E Submit a full and complete ownership chart for the Applicant and, if applicable, the Manager and their respective Affiliates including percentage ownership interests in the Applicant and the Manager by their respective direct and indirect owners illustrating the ultimate owners and real parties in interest. For a publicly held company, disclosure of owners may be limited to owners owning five (5) percent or more of the publicly held company

The chart bellows depicts the ownership chart of the Applicant and its affiliates as well as the Manager.





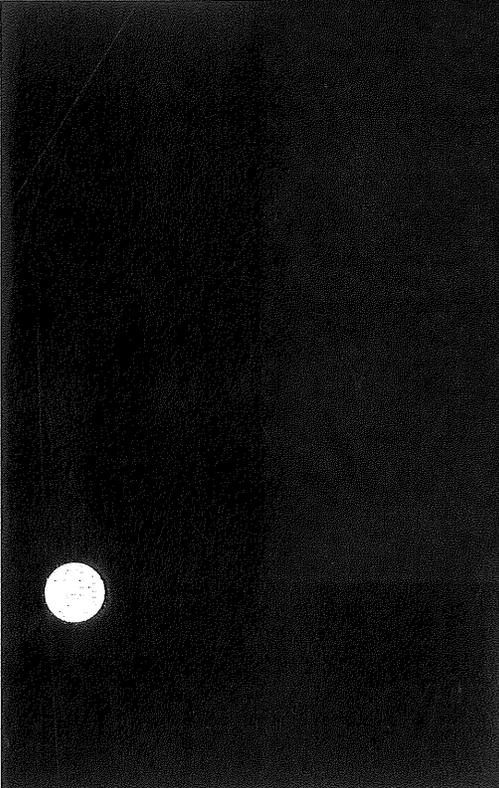
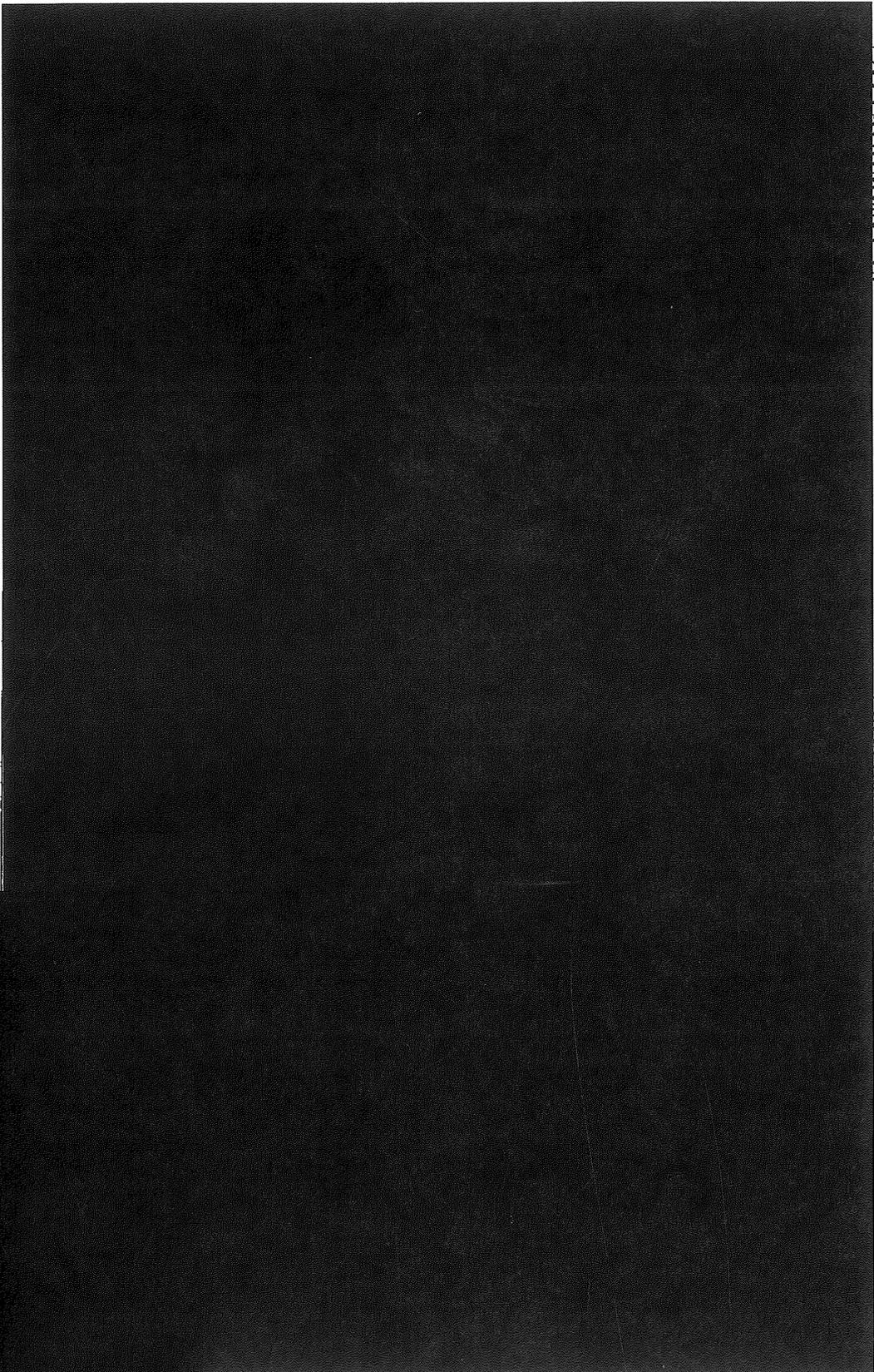


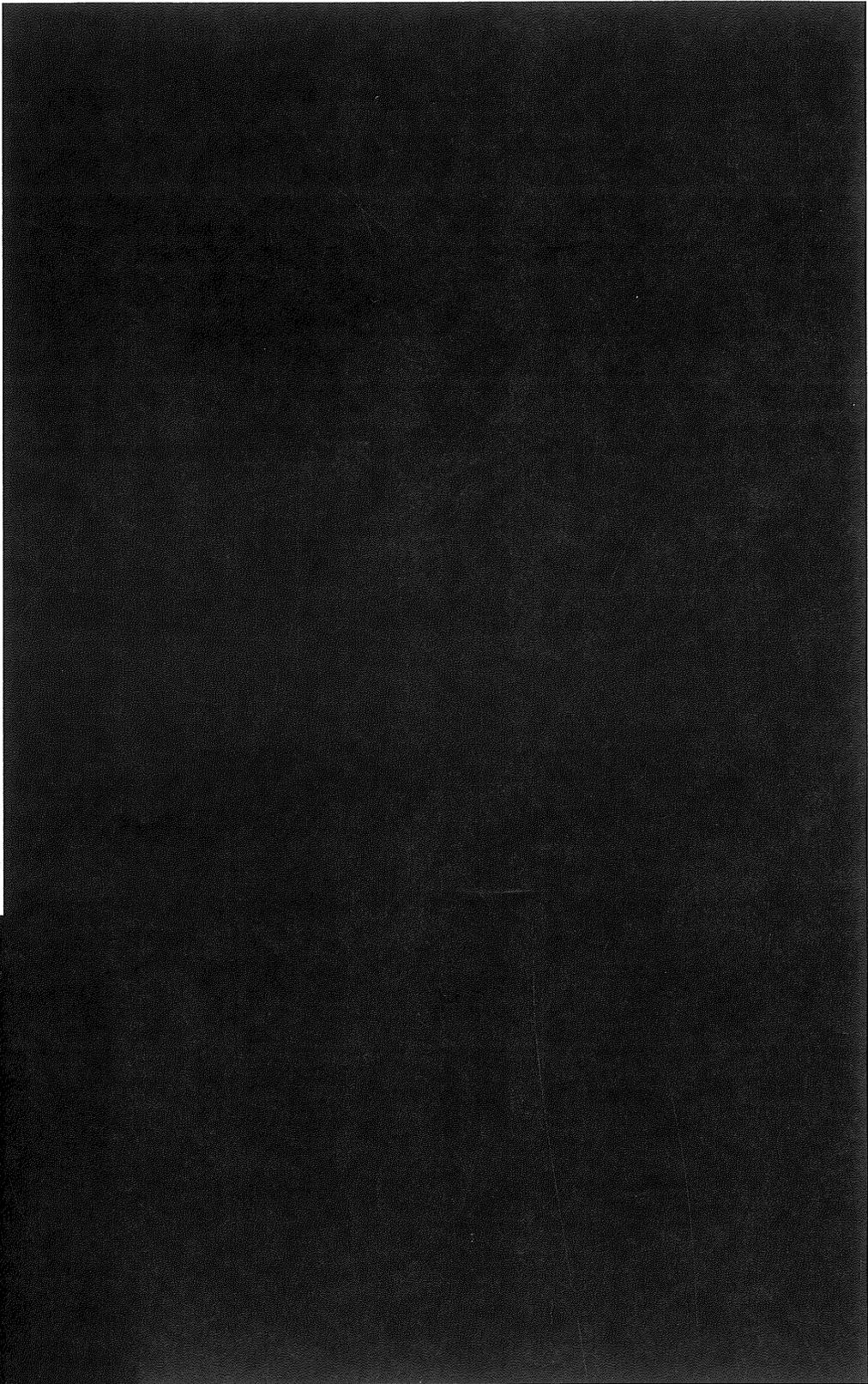
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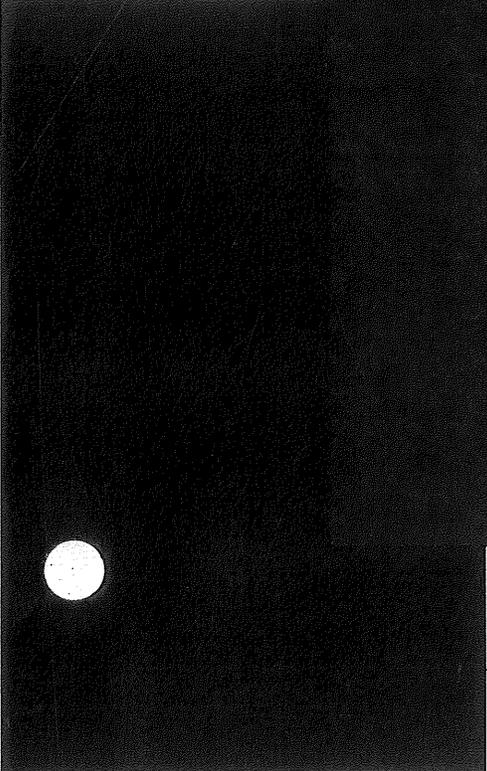
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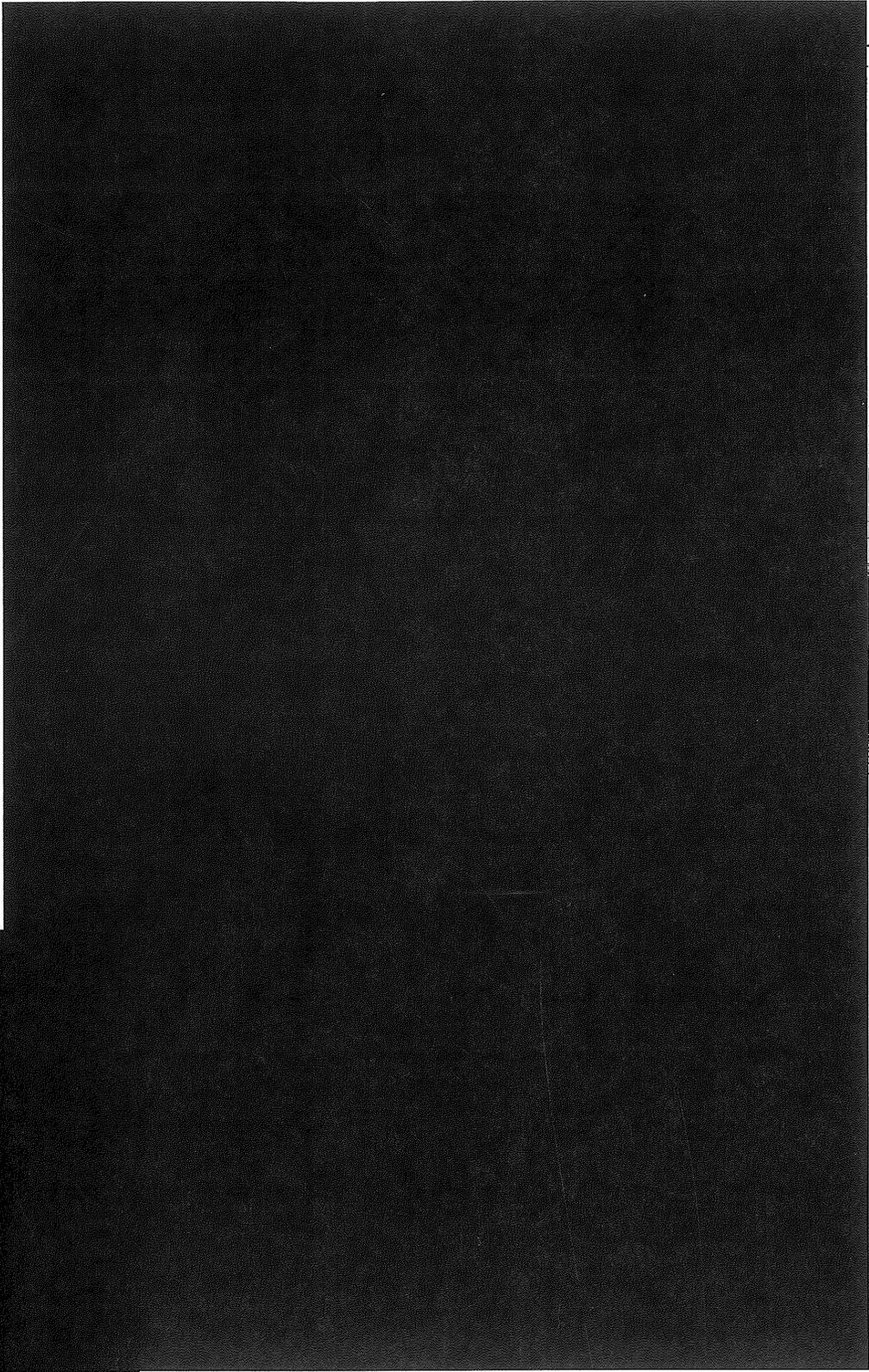




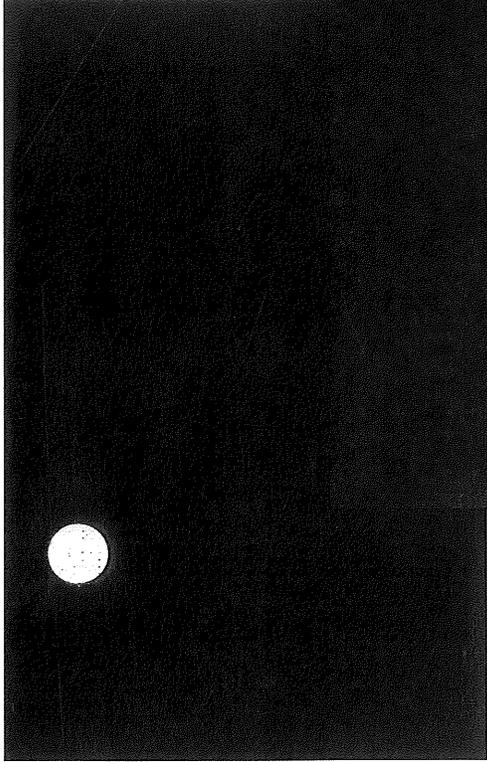
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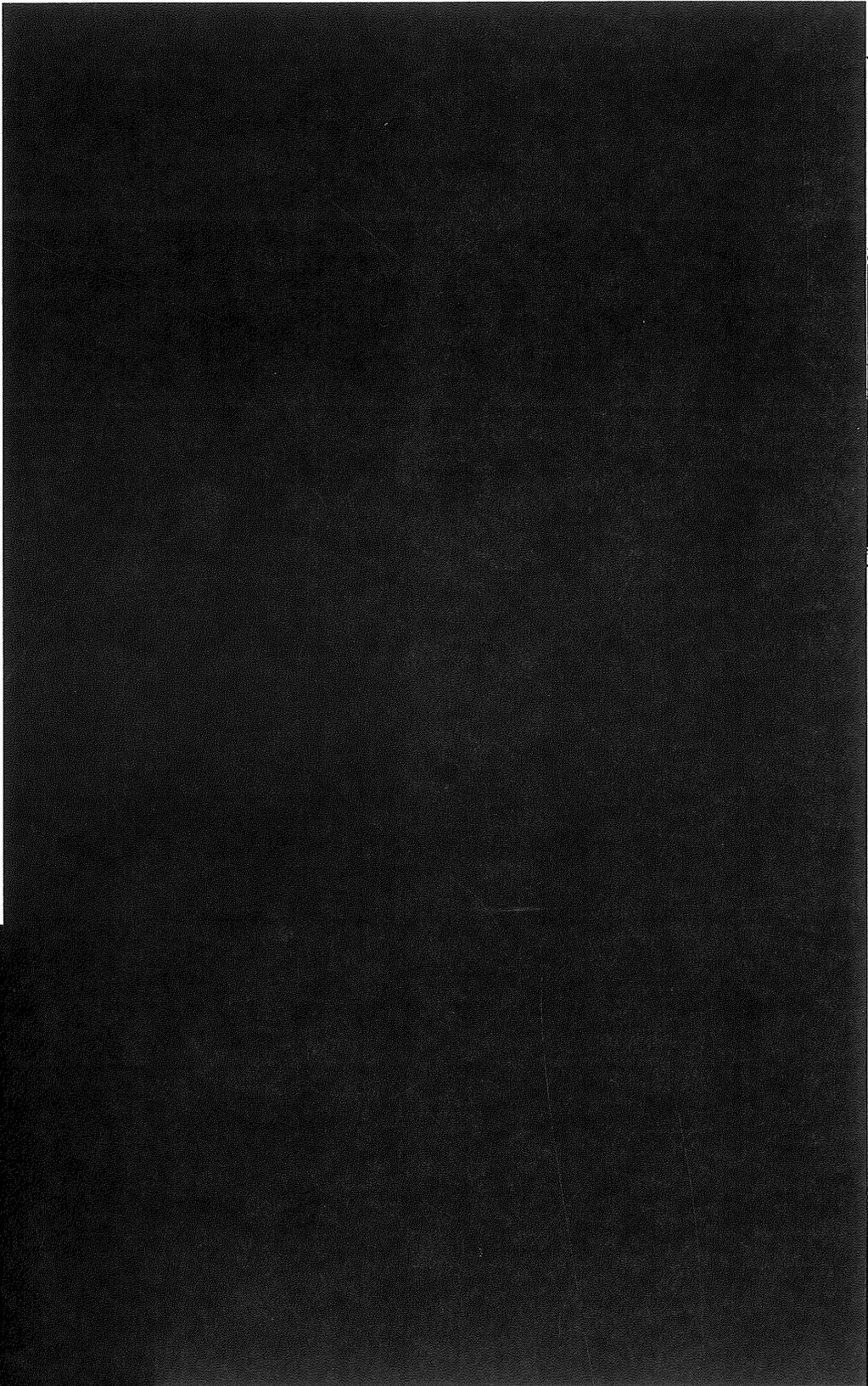


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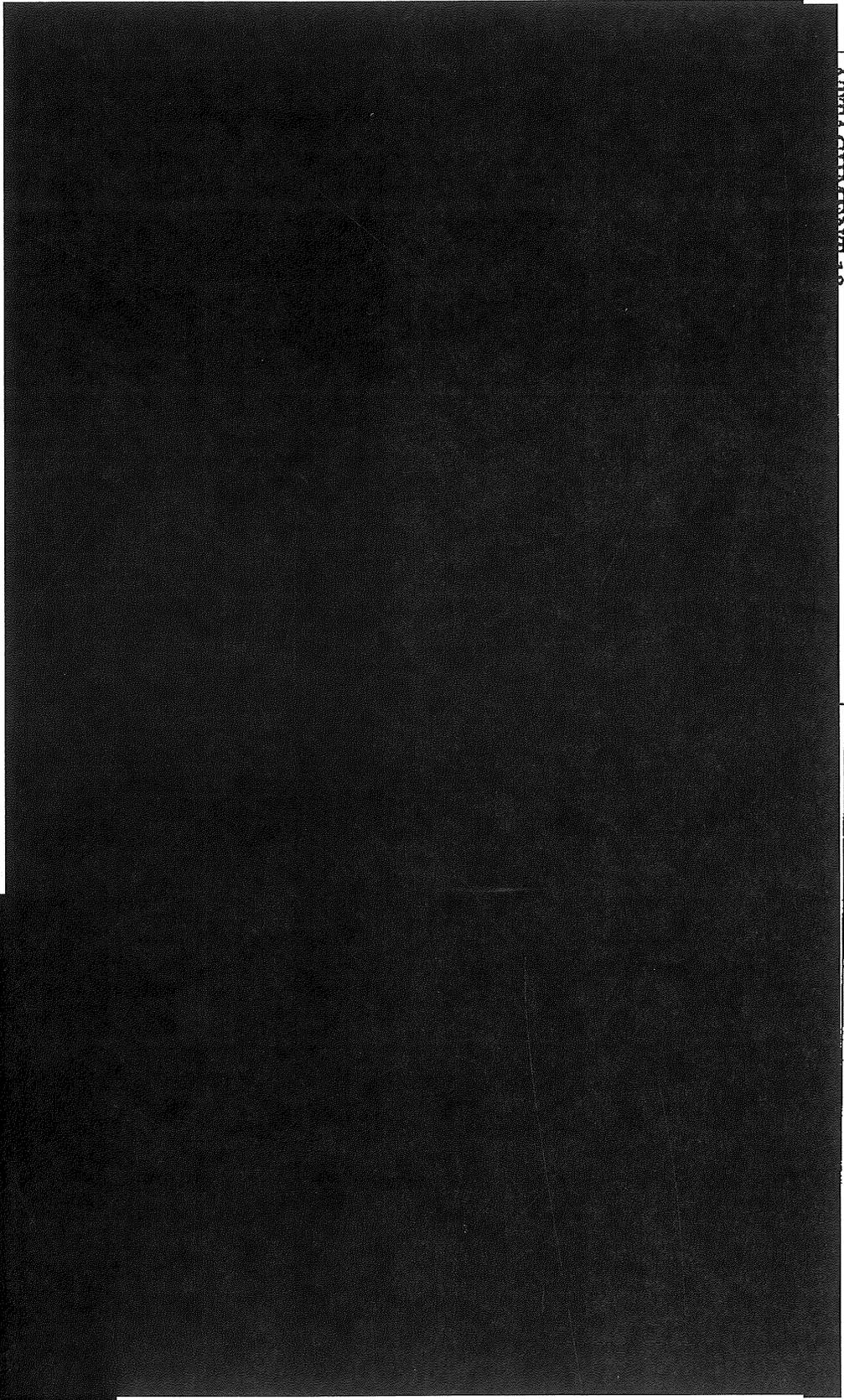




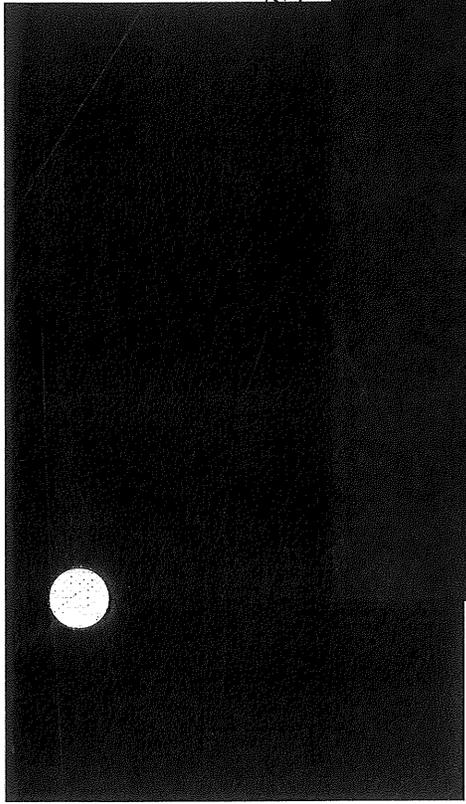
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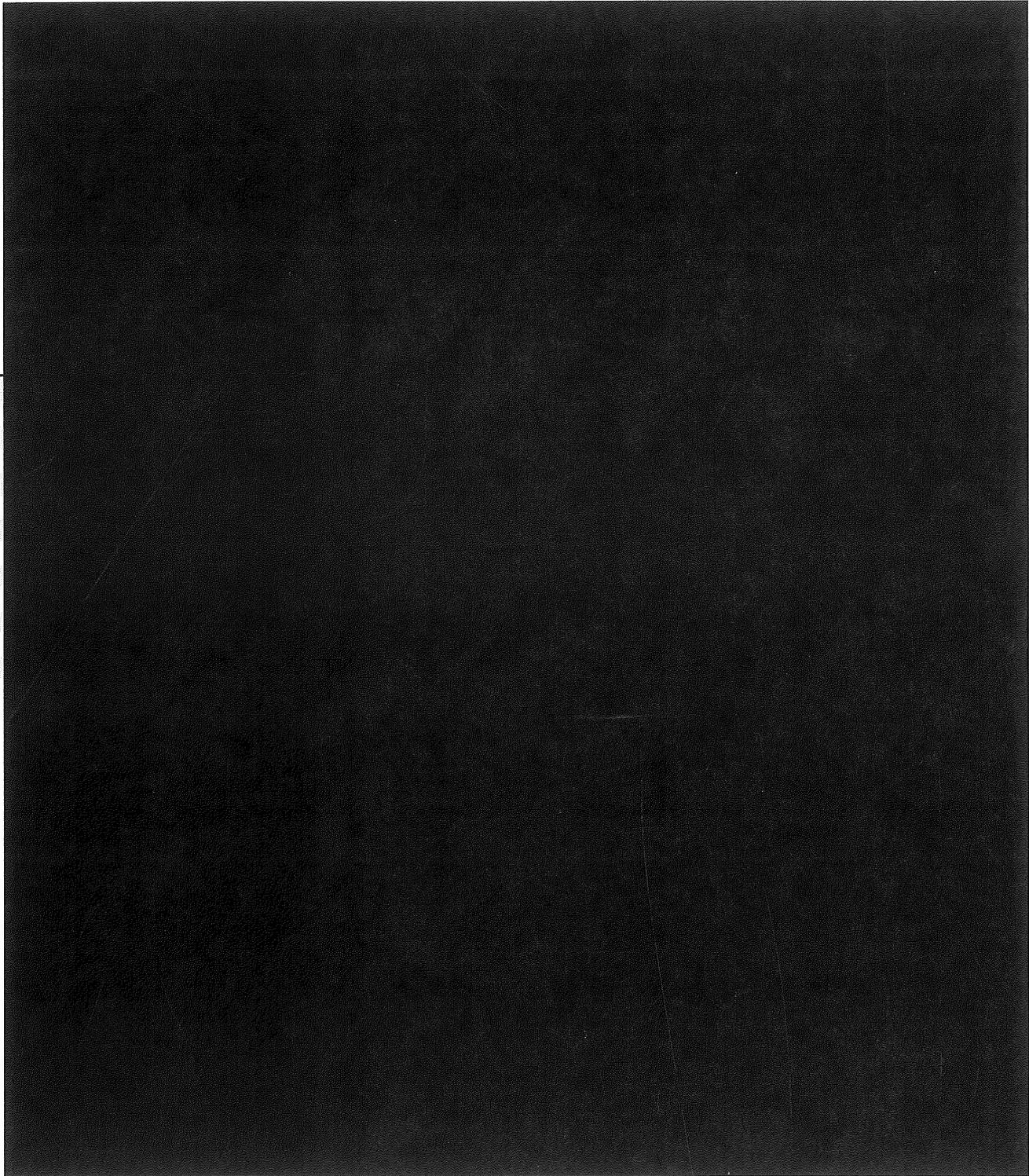
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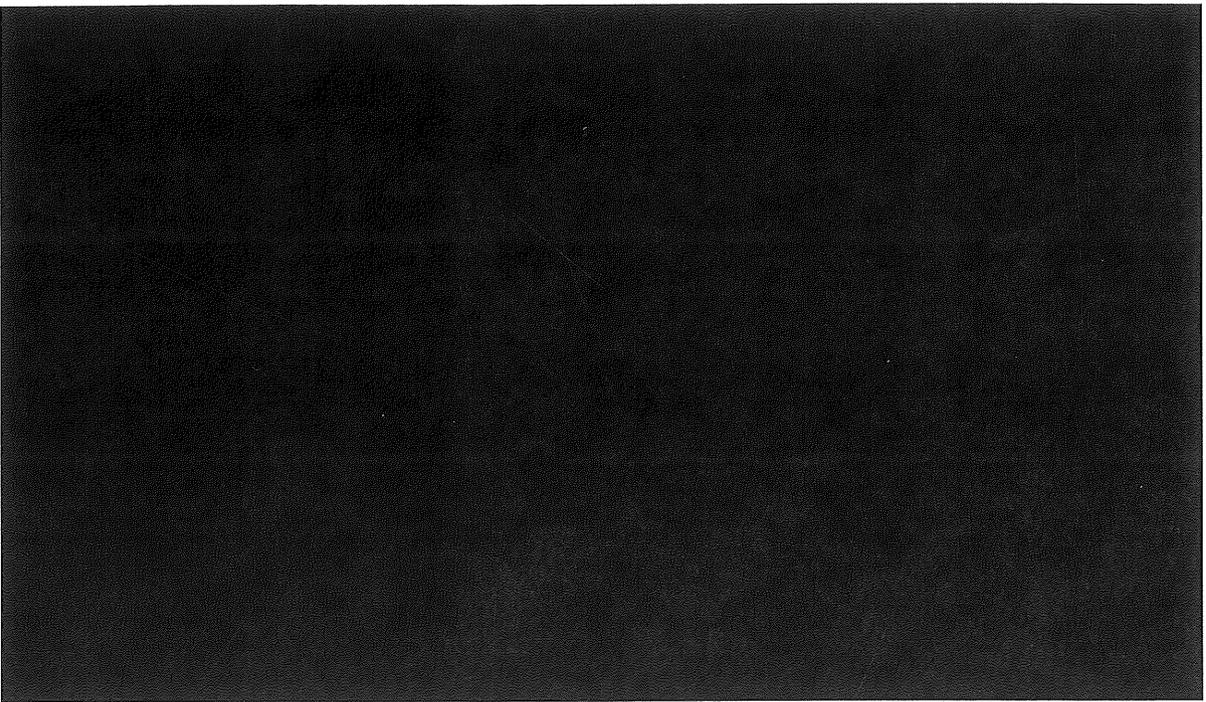


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New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.F Organizational Chart

Exhibit VI.F Organizational chart of the Applicant and, if applicable, the Manager illustrating the organizational structure likely to be used by the Applicant or the Manager in the event that the Applicant is awarded a License. The organizational chart should include all Casino Key Employees. Further, specify which executives are anticipated to be on-site in New York and which will be based in other jurisdictions but assisting in oversight of New York operations.

Applicant: The New Windsor Casino & Resort, LLC

The Applicant will provide top-level supervision and oversight to the Manager. The Applicant will also appoint an onsite representative whom will be housed on property to provide owner support and will also cooperate with the manager in the performance of their day-to-day management activities.

Manager: Full House Resorts, Inc.

The chart below depicts the structure of the Sr. Management responsible for managing all casino and casino related activities of the facility. This includes management of all food and beverage operations as well hotel operations.

The cohesive management approach and reporting provide a seamless guest experience from whatever entry point they visit the casino property. It allows management to establish a single standard of service level and allows management to readily address the guest concerns or issue with a single voice. This approach delivers a superior guest experience and will be reflected in the financial results.

The organization is simple and straightforward allowing for timely exchange of information with members of Sr. Management for action.

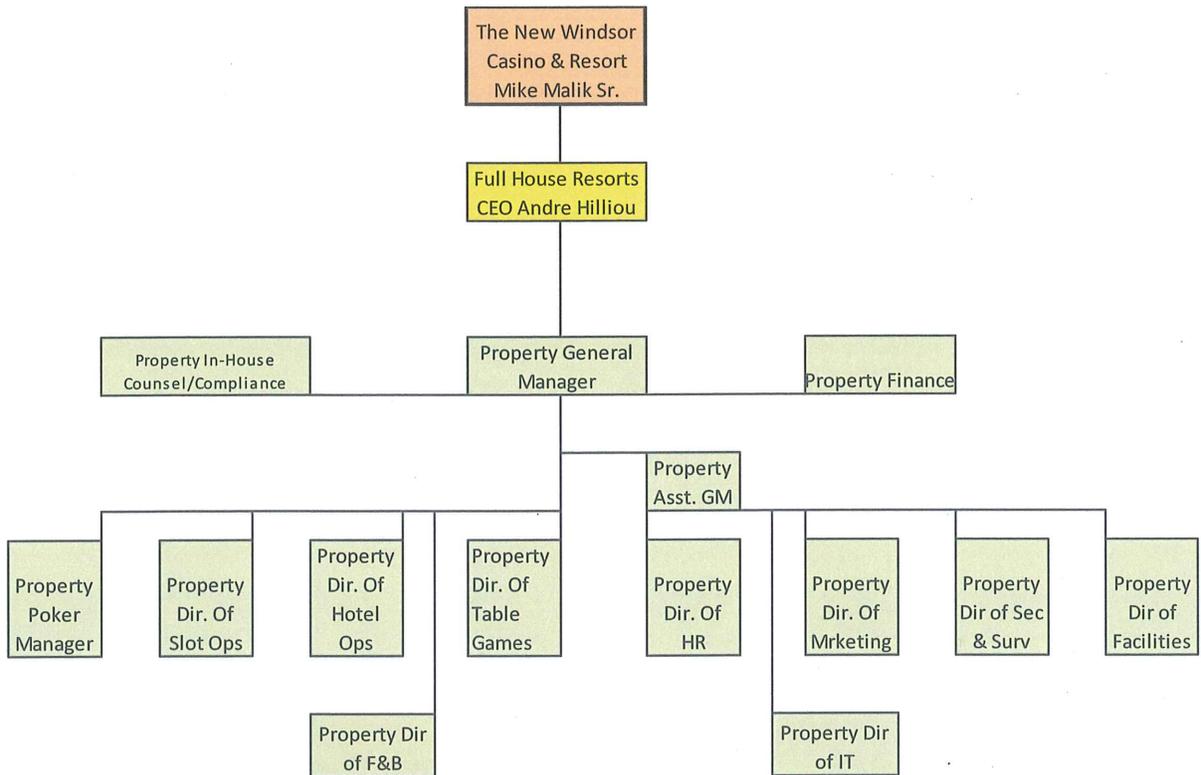
The balance of the positions for each functional area will be fully defined, recruited and staffed during the Pre-Development period along with the projected hire-start date.

The position "above the line" (yellow highlighted box) reflects the corporate management staff of Full House Resorts, Inc. Full House will provide an additional layer of expertise and perspective during all phases of development and operations. The full resources of FHR will be available to the on-site team at all times. The individual depicted in the yellow highlighted box will not reside in New York, but will assist in oversight of the casino operations. The remaining individuals depicted in gray will all be on-site employees.

New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.F Organizational Chart



New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.G. Names, Addresses, Experience of Officers and Directors

Exhibit VI.G Submit the name, address, and title of each director, manager or general partner of the Applicant and, if applicable, the Manager, and each officer and Casino Key Employee of the Applicant or the Manager. Also, provide resumes of all principals and known individuals who will perform executive management duties or oversight of the Applicant or the Manager

Applicant: New Windsor Casino & Resort, LLC
Po Box 36478
Grosse Pointe, Michigan 48236



Michael J. Malik Sr. President

Mike Malik began his career as a consultant and developer in Indian gaming in the 1980's as a partner in North American Gaming (NAG). Malik is a successful entrepreneur in the gaming, sporting and entertainment industries. Since 1988, Malik has become a leader in the casino development industry including projects in California, Michigan, and New York. He has been instrumental in bringing gaming to many communities, and continues to seek investment and development opportunities in the entertainment and gaming industry. Detroit Casino Development As a partner with NAG, Malik directed a ballot effort to bring casino gaming to Detroit, Michigan. In 1996, NAG teamed with Atwater Entertainment to support the passage of a Michigan statewide proposal facilitating the development of three commercial casinos in Detroit. The passage of the proposal established Detroit as the first urban area in the country to open commercial casinos. Following passage of the proposal, Malik worked with state elected officials to negotiate and implement the regulatory oversight framework for the Detroit casinos.

Malik was a partner in the casino group Detroit Entertainment, which included Marian Ilitch and more than 130 local partners. Detroit Entertainment selected Mandalay Bay Group as casino operator, and Malik worked with them on the development of the casino project now called MotorCity Casino. Malik helped MotorCity Casino secure one of the best management teams in the country and his efforts have resulted in an entertainment industry in Detroit that today exceeds \$1.3 billion per year.

Native American Gaming

Malik helped develop a casino for the Little River Band of Ottawa Indians in Manistee in northwest Michigan. He was responsible for site selection and land acquisition, construction firm selection, management selection, assistance in obtaining a gaming compact, and establishing casino operations. Today the Little River Casino is the third most profitable Indian owned and operated casino of the 19 located in Michigan. Malik also assisted in the development of two casinos, a hotel and a golf course for the Bay Mills Indian Tribe in Brimley, Michigan. He assisted the Tribe with the legislative approval process Malik is currently working with the Bay Mills Tribe to develop a casino in Port Huron, Michigan. Malik is managing partner in the casino development group BarWest L.L.C., and is working with the Los Coyotes Band from San Diego County, California to construct and operate a world-class casino complex in rstow, California.

Other Business Interests

The owner of MJM Enterprises and Development, Malik is involved in a spectrum of development projects, including hunting and fishing preserves, oil and gas development, financing touring entertainment acts and developing business expansion projects.

New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.G. Names, Addresses, Experience of Officers and Directors

Malik is also the owner of Grande Pointe Development, which is currently in the process of developing 348 home luxury water front developments on Harsens Island in Clay Township, Michigan. Malik and Ilitch are also currently involved in working with other resort island destinations.

Malik is also working with the ruling government in St. Lucia to acquire several major land parcels for a unique resort project that will be a must see and visit for island travelers. This project will include hotels, casino entertainment, luxury dockage for the world's largest yachts, residential homes and a major cruise ship docking facility.

Malik has been a real estate developer and licensed broker for more than 30 years. As one of the first 26 brokers licensed in securities and exchange real estate, Malik has developed many commercial projects. He specializes in resort and casino development, retail shopping malls, urban development, and industrial parks.

Affiliate: Greenetrack, Inc.
P.O. Box 471
Eutaw, Alabama 35462

The above address is the same for all individuals presented below.

Luther Winn, Jr

Luther Winn, Jr. is president of Greenetrack, Inc., the largest African American owned gaming facility in the United States, and a New York State Certified Minority Owned Business.

Winn came to Greenetrack in 1999, bringing more than twenty years of experience and leadership in the gaming industry. He has received numerous awards reflecting his commitment to the community. Greene County, home to Greenetrack, was singled out in 2008 by the Alabama Bureau of Analysis as the fastest growing county in Alabama. Greene County was once listed as the poorest county in Alabama. Under Winn's leadership, Greenetrack and the implementation of gaming saved Greene County. In 2004 Winn's implementation of gaming in Greene County created four hundred jobs.

From 1992-1999 Winn served as Director of Racing at Gulf Greyhound Park in LaMarque, TX. Among his accomplishments he was the first African American Director of Racing in the United States. He worked closely with the owner to open the facility and he assisted with the implementation of policies and procedures to ensure best practices.

Prior to assisting with the opening of the Gulf Greyhound Park, Winn assisted in the opening of gaming facilities in Coeur d'Alene, ID and in Council Bluffs, IA.

Winn began his career as a security guard and paddock judge for the Greene County Greyhound Park in 1978. In 1988 he was promoted to oversee the racing department. In 1995 Green County Greyhound Park was renamed to Greenetrack, Inc. and after resigning his position of Director of Racing at Gulf Greyhound Park he returned to Greenetrack as President and CEO.

Winn attended Alabama A&M University in Normal, AL. A supporter of the Boy Scouts of America and the American Cancer Society, he also sits on the Boards of the Greene County Industrial Development Authority, the Eutaw Airport Authority, West Alabama Mental Health, and National Action Network.

Herlecia Hampton

Herlecia Hampton is General Manager and Director of Marketing for Greenetrack, Inc., a Class II gaming facility and simulcasting thoroughbred and greyhound racing facility in Eutaw, AL.

New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.G. Names, Addresses, Experience of Officers and Directors

Herlecia joined Greenetrack, Inc. in 2003 as Director of Marketing to coordinate all marketing programs, promotions and advertising, establish objectives, and plan marketing strategies. In 2006 Herlecia was promoted to General Manager off Greenetrack, Inc. to oversee, manage and direct the day-to-day operations of the company.

Herlecia received her Certification in Gaming Management from the University of Nevada, Reno in 2006 that included Planning and Business Analysis, Management of Slot Operations, Financial Accounting, Analysis and Auditing, Fraud in the Gaming Industry and Game Protection.

Prior to joining Greenetrack, Inc., Herlecia served as the Executive Director of Greene/Sumter Enterprise Community. She was responsible for coordinating activities and strategies to promote economic development thru infrastructure, education, and small business loans. In addition, Herlecia administered the micro loan program to assist in creating homegrown businesses. In working closely with the Economic Development Committee, Infrastructure grants were given to companies to expand their business in order to create additional jobs. A Work force development training lab was established to provide job training for a multi-county to train residents for jobs at Mercedes Benz and its supplier. Herlecia graduated from Alabama A& M University in 1983; Cum Laude with a degree in Marketing and Communications.

Manager: Full House Resorts, Inc.
4670 S. Fort Apache Road
Las Vegas, Nevada 89147

The above address is the same for all individuals presented below.

Andre M. Hilliou Chairman and Chief Executive Officer

Andre M. Hilliou became President and Chief Executive Officer of Full House in March 2004 and has been one of our directors since May 2005. He was named Chairman of the Board on May 28, 2009. From 2001 until joining us, he served as Chairman and Chief Executive Officer of Vision Gaming and Technology. Mr. Hilliou held executive positions with various companies including Chief Executive Officer of American Bingo and Gaming, Inc. and Chief Executive Officer of Aristocrat, Inc. He also spent approximately 11 years with the Showboat Corporation, reaching the level of Senior Vice President of Operations for its Atlantic City, New Jersey property, and Chief Executive Officer of Showboat's Sydney Harbour Casino.

DR. Carl G. Braunlich Vice Chairman

Dr. Carl G. Braunlich has been one of our directors since May 2005. Since August 2006, he has been an Associate Professor at University of Nevada Las Vegas. Dr. Braunlich holds a Doctor of Business Administration in International Business from United States International University, San Diego, CA. Prior to joining the faculty of University of Nevada, Las Vegas, Dr. Braunlich was a Professor of Hotel Management at Purdue University since 1990. Previously he was on the faculty at United States International University. Dr Braunlich has held executive positions at the Golden Nugget Hotel and Casino in Atlantic City, NJ and at Paradise Island Hotel and Casino, Nassau, Bahamas. He has been a consultant to Wynn Las Vegas, Harrah's Entertainment, Inc., Showboat Hotel and Casino, Bellagio Resort and Casino, International Game Technology, Inc., Atlantic Lottery Corporation, Nova Scotia Gaming Corporation and the Nevada Council on Problem Gambling. He was on the Board of Directors of the National Council on Problem Gambling and has served on several Problem Gambling Committees, including those of the Nevada Resort Association and the American Gaming Association.

Ken Adams Director

Kenneth R. Adams joined our Board in January 2007. Mr. Adams is a principal in the gaming consulting firm, Ken Adams Ltd., which he founded in 1990. He is also an editor of the Adams' Report monthly newsletter, the Adams' Daily Report daily electronic newsletter and the Adams Review, each of which

New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.G. Names, Addresses, Experience of Officers and Directors

focus on the gaming industry. Since August 1997, Mr. Adams has been a partner in Johnny Nolon's Casino in Cripple Creek Colorado, a limited stakes casino with a restaurant and bar.

From 2001 until 2008, he served on the Board of Directors of Vision Gaming & Technology, Inc., a privately-held gaming machine company, and he currently serves on the Board of Directors of the Downtown Improvement Agency for Reno, Nevada.

Kathleen M. Marshall Director

Kathleen M. Marshall joined our Board in January 2007. Mrs. Marshall has also been appointed the Chairperson of our Audit Committee. Mrs. Marshall is a certified public accountant who since October 2008 has served as Director of Business Development of Global Connect, LLC a web-based voice messaging company. Prior to that, from July 2003 through August 2008 served as Vice President of Finance for Atlantic City Coin & Slot Service Co. Inc., which designs, manufactures and distributes electronic gaming devices. Between January and June 2003, Mrs. Marshall worked as a consultant. From April 1999 to December 2002, she served as Vice President of Finance for the Atlantic City Convention and Visitors Authority, a government agency responsible for enhancing the economy of the region with coordination of the operations of the Atlantic City Convention Center. Prior to that, Mrs. Marshall held various finance positions with several Atlantic City Casinos, including Atlantic City Showboat, Inc. and Caesars Atlantic City, Inc.

Mark J. Miller Chief Operating Officer

Mark J. Miller became Chief Operating Officer on May 28, 2009. From 2007 until 2012 he served as our Chief Financial Officer. He was one of our directors from May 2005 until the announcement of his employment with us in January 2007. He rejoined the board of directors on May 31, 2007. From September 2003 until December 2006, Mr. Miller served as Executive Vice President and Chief Financial Officer of Aero Products International, a leading maker of premium, air-filled bedding products. From December 1998 until May 2003, Mr. Miller was Executive Vice President and Chief Financial Officer and then, Chief Operating Officer of American Skiing Company, owner and operator of nine well-known ski resorts located in New England, Colorado, California and Utah. From 1994 until 1998, he was an Executive Vice President of Showboat, Inc. with operational support responsibility for new casino development. Previously, Mr. Miller served in various positions within the Showboat organization, including President and Chief Executive Officer of Atlantic City Showboat, Inc. Mr. Miller holds a Master Degree in Accountancy from Brigham Young University and is a Certified Public Accountant.

Deborah J. Pierce Chief Financial Officer

Deborah J. Pierce is Chief Financial Officer at Full House Resorts. Ms. Pierce served as Chief Financial Officer for 155 East Tropicana, LLC and its successor Nay-115 E. Tropicana, LLC. doing business as Hooters Casino Hotel, across from the MGM Grand in Las Vegas, NV. Hooters Casino Hotel is a 700 room hotel with full casino services. Ms. Pierce held financial executive positions with various companies including vice president of finance for Tropicana Hotel Casino and Silverton Casino Hotel, both in Las Vegas, and Chief Financial Officer of Midby & Associates, a developer and owner of the Gold River Hotel Casino in Laughlin. From 1998 to 2003, she served with Ameristar Casinos, Inc. as vice president of finance at the corporate level, assisting in the acquisition and development of their Missouri properties, along with other financial duties. Ms. Pierce, a Certified Public Accountant, worked for 11 years in public accounting for KPMG and Laventhol, both large audit firms, and also has served as chairman of the Nevada Economic Forum, a governor appointment.

Elaine Guidroz

Elaine Guidroz is General Counsel at Full House Resorts. Prior to serving as General Counsel, Ms. Guidroz served as Associate General Counsel since February 2012. Ms. Guidroz began her gaming career in 2004 where she served as In-House Counsel to Grand Victoria Casino & Resort, owned and managed by Hyatt Gaming Management, Inc. From 2006 through 2011, Ms. Guidroz served as General

Exhibit VI.G. Names, Addresses, Experience of Officers and Directors

Counsel and Compliance Officer to Rising Star Casino & Resort. Prior to joining Rising Star, Ms. Guidroz was in private practice in Indianapolis, IN where she focused primarily on insurance defense matters.

Ms. Guidroz received her Juris Doctorate, magna cum laude, from Indiana University McKinney School of Law. Ms. Guidroz also holds a Masters of Business Administration from Xavier University Williams College of Business, and a Bachelor of Arts from the University of North Carolina-Chapel Hill.

New Windsor Casino & Resort, LLC

Primary Binder:
Applicant Information

Exhibit VI.H Names, Addresses, Ownership and Other Interests

Exhibit VI.H Submit The name and business address of each person or entity that has a direct or indirect ownership or other proprietary interest (financial, voting or otherwise) in the Applicant and, if applicable, the Manager. Also, include a description of all such interests. For a publicly held company, disclosure of owners may be limited to owners owning five (5) percent or more of the publicly held company

Applicant:

New Windsor Casino & Resort, LLC

Owners:



Manager:

Full House Resorts, Inc.

Owners: See Exh. VI.E-2

Outside of the direct ownership of Owner Applicants and the Manager (no ownership interest) there is no indirect ownership or other proprietary interest (financial, voting or otherwise) with the exception of current debt agreements that may exist amongst Owner Applicants.

New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.I Names and Addresses of Promoters, Sponsors and Others

Exhibit VI.I Name and Business Address of all Promoters, Sponsors, Personnel, Consultants, Sales Agents or other Entities involved in Aiding or Assisting the Applicant's Efforts to Obtain a License

BAER & Associates 4588 South Park Avenue Blasdell, NY 14219	York Group Associates, LLC 30 Broad Street, Ste 1422 New York, NY 10004
Global Market Advisors 1673 Hudson Street 3 rd Floor Denver, CO 80220	Leisure Dynamics Research, LLC 7105 Walmsley Avenue New Orleans, LA 70125
Hodgson Russ LLP 677 Broadway, Ste 301 Albany, NY 12207	R.G. Vanderweil Engineers, LLP 274 Summer Street Boston, MA 02210
The Movement Group LLC (CJK Partners) 1133 Broadway, Ste 1416 New York, NY 10010	Wimberly Allison Tong & Goo (WATG) 8001 Irvine Center, Ste 500 Irvine, CA 92618
Park Strategies, LLC 101 Park Avenue, Ste 2506 New York, NY 10178	Wimberly Interiors 75 Spring Street, Ste 700 New York, NY 10012
Realty USA 6866 E. Genesee Street Fayetteville, NY 13066	Wendel WD Architecture, Engineering, Surveying & Landscape Architecture, PC 140 John James Audubon Parkway Buffalo, NY 14228
M. Lawler & Associates 4 Warren Street Albany, New York 12203	

New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.J Region and Host Municipalities

Exhibit VI.J Region and the Host Municipalities in which the Gaming Facility is Proposed to be Located

The Applicant's gaming facility is located in **Development Zone Two, Region One** (Orange County)

The Applicant's Host Municipality is: **Town of New Windsor.**

The Applicant's primary main contact at the Host Municipality of the Town of New Windsor is as follows:

Hon. George C. Green
Town Supervisor
Town of New Windsor
555 N. Union Street
New Windsor, New York 12553
Phone/Fax (845) 565-8800/(845) 563-4610

Additional Contacts for the Host Municipality include:

James Petro,
Planning and Zoning
Town of New Windsor
555 Union Avenue
New Windsor, NY 12553
Phone/Fax: (845) 565-8800/(845) 563-4610

Michael Blythe, Esq.
Town Attorney
Town of New Windsor
555 Union Avenue
New Windsor, NY 12553
Phone/Fax: (845) 565-8800/(845) 563-4610

Additional Regional Contact Information for Orange County:

Hon. Steven M. Neuhaus
County Executive
40 Matthews Street, Suite 104
Goshen, NY 10924
Phone: (845) 291-4000

New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.K Conflicts of Interest

Exhibit VI.K Submit a Description of any Relationships or Affiliation of the Applicant, the Manager of any of their Respective Affiliates that Currently Exists or Existed in the Past Five (5) Years with any Member, Employee, Consultant or Agent of the Board or The Commission that is a Conflict Of Interest or may be Perceived as a Conflict of Interest During the RFA Process.

For the Applicant:

New Windsor Casino & Resort, LLC New Windsor Developer, LLC

No relationship or affiliation exists or existed over the past five (5) years with any member, employee, consultant or agent of the Board or The Commission that is a conflict of interest or may be perceived as a conflict of interest during the RFA process

Greenetrack, Inc.

No relationship or affiliation exists or existed over the past five (5) years with any member, employee, consultant or agent of the Board or The Commission that is a conflict of interest or may be perceived as a conflict of interest during the RFA process.

Manager:

Full House Resorts, Inc.

No relationship or affiliation exists or existed over the past five (5) years with any member, employee, consultant or agent of the Board or The Commission that is a conflict of interest or may be perceived as a conflict of interest during the RFA process.

For the Applicant's Affiliates:

The Applicant has no affiliate except for consultants identified on Exhibit VI.I. None of the Applicant's consultants have a relationship or affiliation which currently exists or existed over the past five (5) years with any member, employee, consultant or agent of the Board or the Commission that is a conflict of interest or may be perceived as a conflict of interest during the RFA process.

New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.L Public Officials

Exhibit VI.L List of Names, Titles, Addresses and Telephone Numbers of any Public Officials or Officers or Employees of any Governmental Entity, and Immediate Family Member(s) of Said Public Officials, Officers or Employees, Who, Directly or Indirectly, own any Financial Interest In, have any Beneficial Interest In, are the Creditors of, Hold any Debt Instrument Issued by, or Hold or Have An Interest, Direct or Indirect, In Any Contractual or Service Relationship with the Applicant, the Manager or their Affiliates

Applicant

New Windsor Casino & Resort, LLC
New Windsor Developer, LLC

There are **NO** public officials or officers or employees of any governmental entity, and no immediate family member(s) of any public officials, officers or employees, who, directly or indirectly, own any financial interest in, have any beneficial interest in, are the creditors of, hold any debt instrument issued by, or hold or have an interest, direct or indirect, in any contractual or service relationship with the Applicant.

Greenetrack, Inc.

There are **NO** public officials or officers or employees of any governmental entity, and no immediate family member(s) of any public officials, officers or employees, who, directly or indirectly, own any financial interest in, have any beneficial interest in, are the creditors of, hold any debt instrument issued by, or hold or have an interest, direct or indirect, in any contractual or service relationship with the Applicant.

Manager:

Full House Resorts, Inc.

There are **NO** public officials or officers or employees of any governmental entity, and no immediate family member(s) of any public officials, officers or employees, who, directly or indirectly, own any financial interest in, have any beneficial interest in, are the creditors of, hold any debt instrument issued by, or hold or have an interest, direct or indirect, in any contractual or service relationship with the Applicant.

New Windsor Casino & Resort, LLC

Primary Binder:
Applicant Information

Exhibit VI.M Application Fee

Exhibit VI.M All Applicants are required to Pay An Application Fee of \$1 Million to the Commission to Defray the costs Associated with the Processing of the Application, the Investigation of the Applicant and Related Matters. if the Costs of Processing, Investigation and Related Matters Exceed the Initial Application Fee, the Applicant shall Pay an Additional Amount to the Commission within thirty (30) days after Notification of Insufficient Fees or the Application may be Rejected

The Applicant has paid an Application fee of \$1 million to the Commission on or before April 23, 2014.

New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.N Contracts with the State of New York

Exhibit VI.N List of any current or previous contracts that the Applicant has had with, and any current or previous licenses that the Applicant has been issued by or under, any department or agency of the State. Include the contract or license name and number and a concise explanation of the nature of the contract or license.

For the Applicant

New Windsor Casino & Resort, LLC New Windsor Developer, LLC

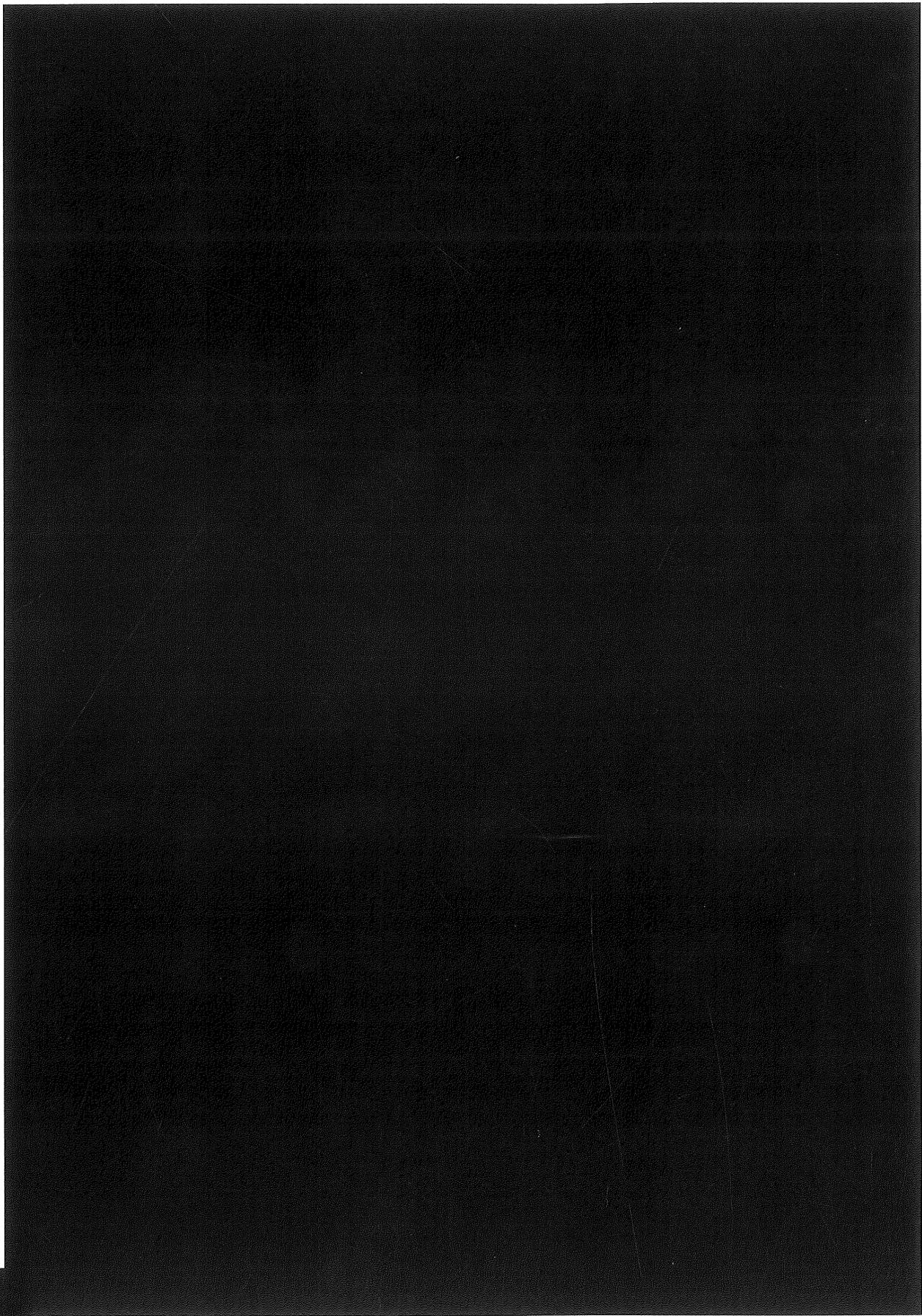
Applicant does not have any current or previous contract(s) with the State of New York. In addition, the Applicant does not have any current or previous license issued to the Applicant by or under the State of New York or any agency thereof.

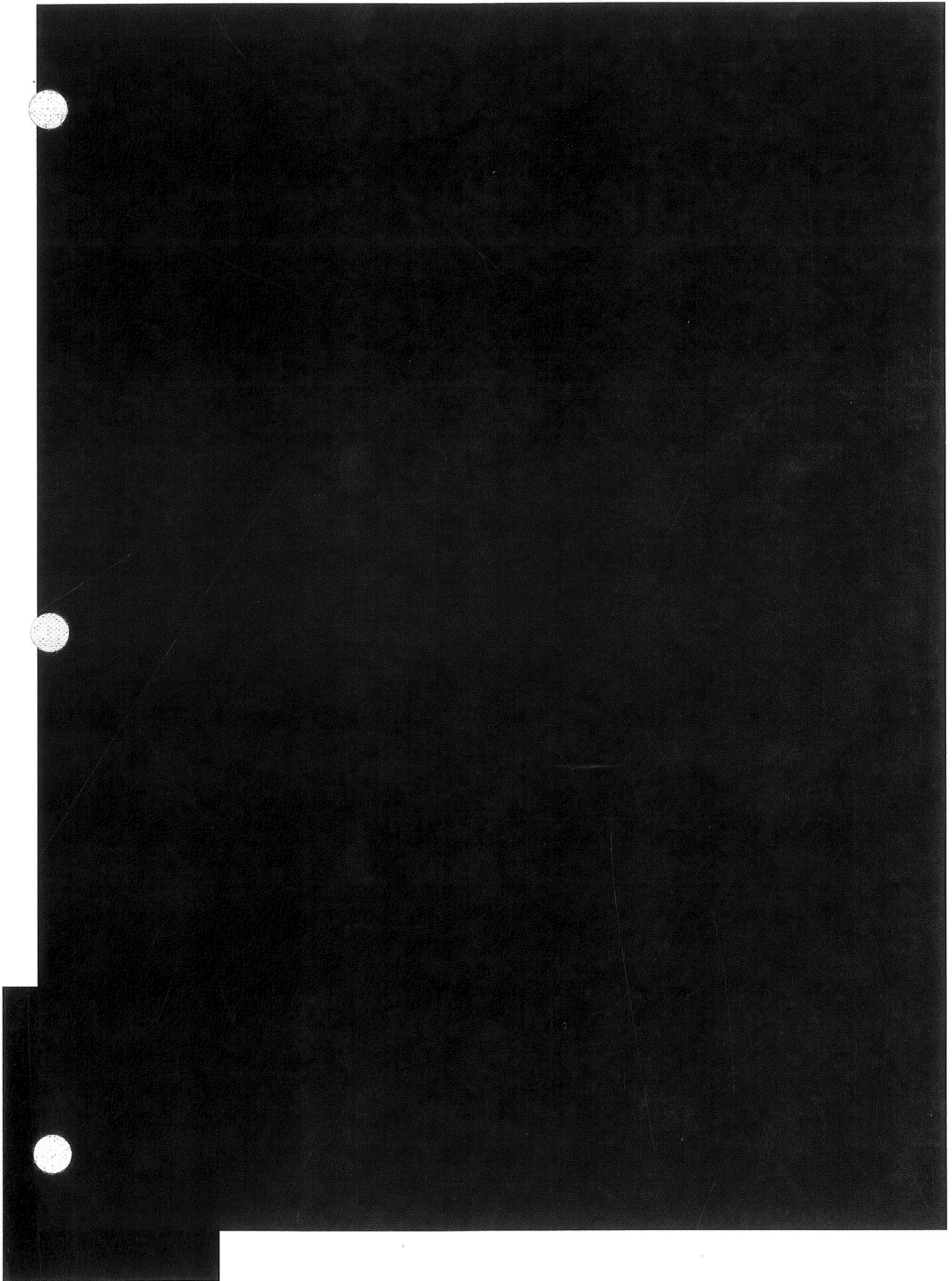
Greenetrack, Inc

Affiliate does not have any current or previous contract(s) with the State of New York. In addition, the Applicant does not have any current or previous license issued to the Applicant by or under the State of New York or any agency thereof. The Affiliate does have a Simulcast Wagering Agreement with the New York Racing Association, Inc. A copy of this agreement is attached as **Exhibit VI.N-1**

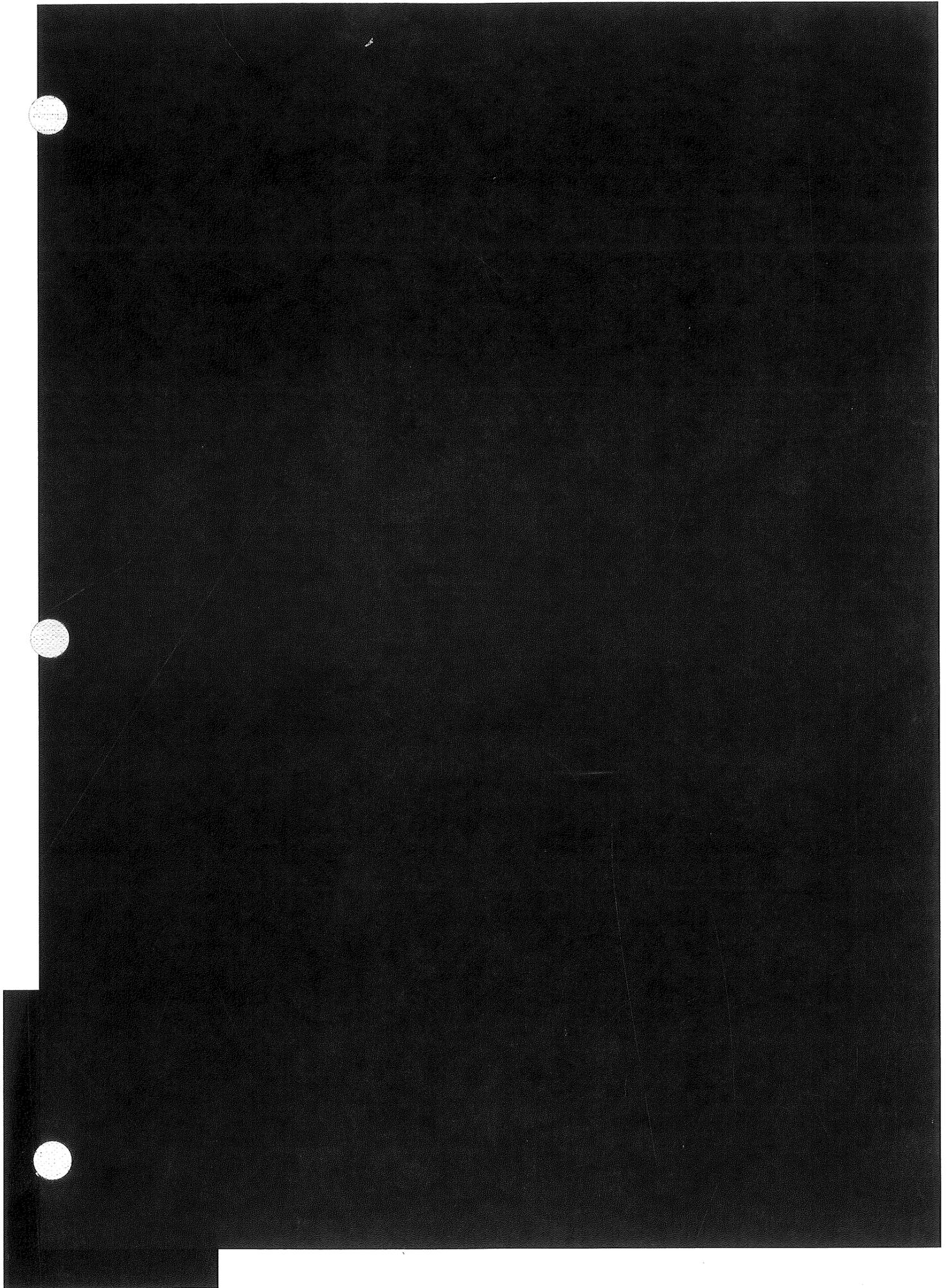
Full House Resorts, Inc.

Affiliate does not have any current or previous contract(s) with the State of New York. In addition, the Applicant does not have any current or previous license issued to the Applicant by or under the State of New York or any agency thereof.

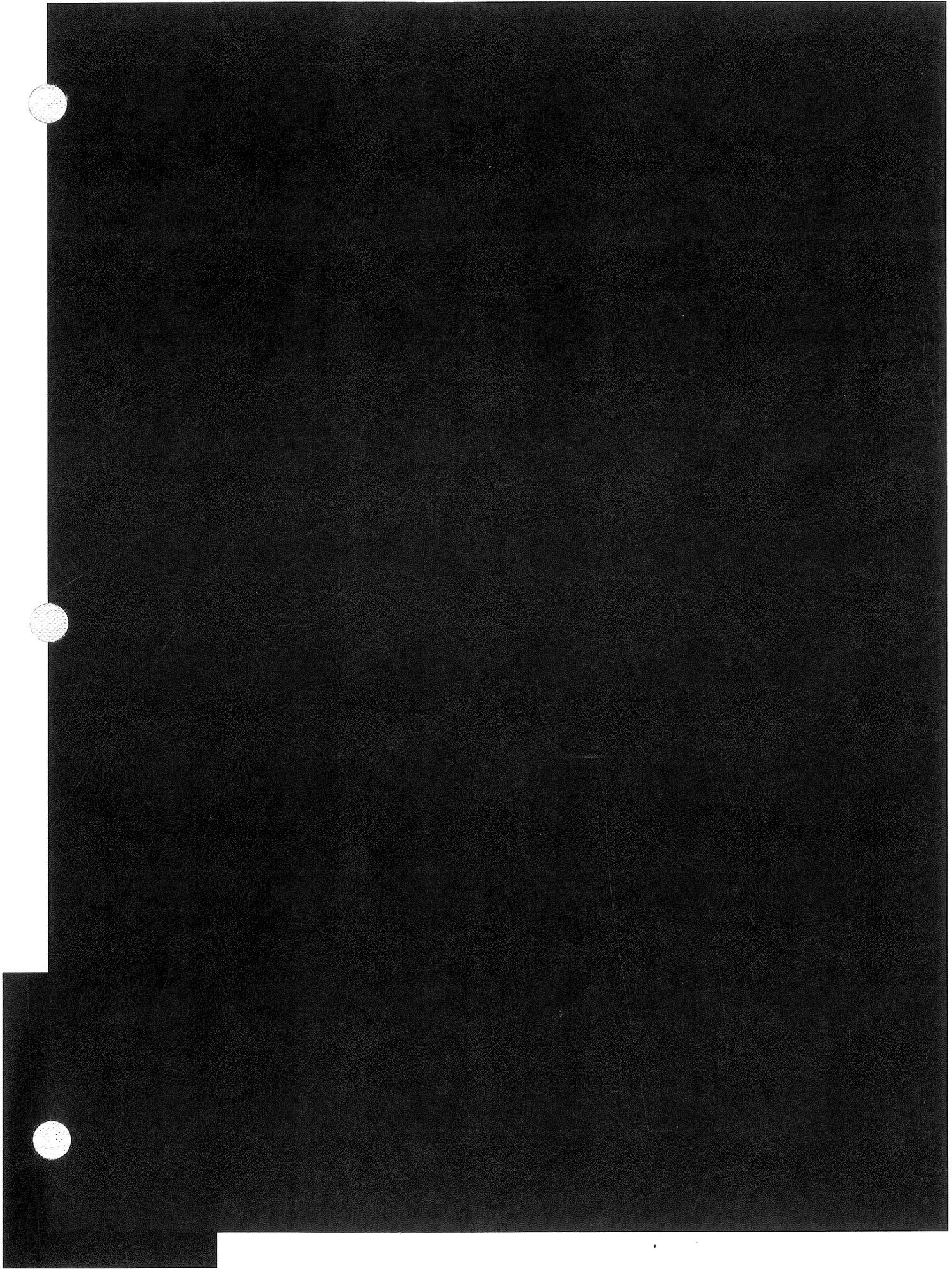




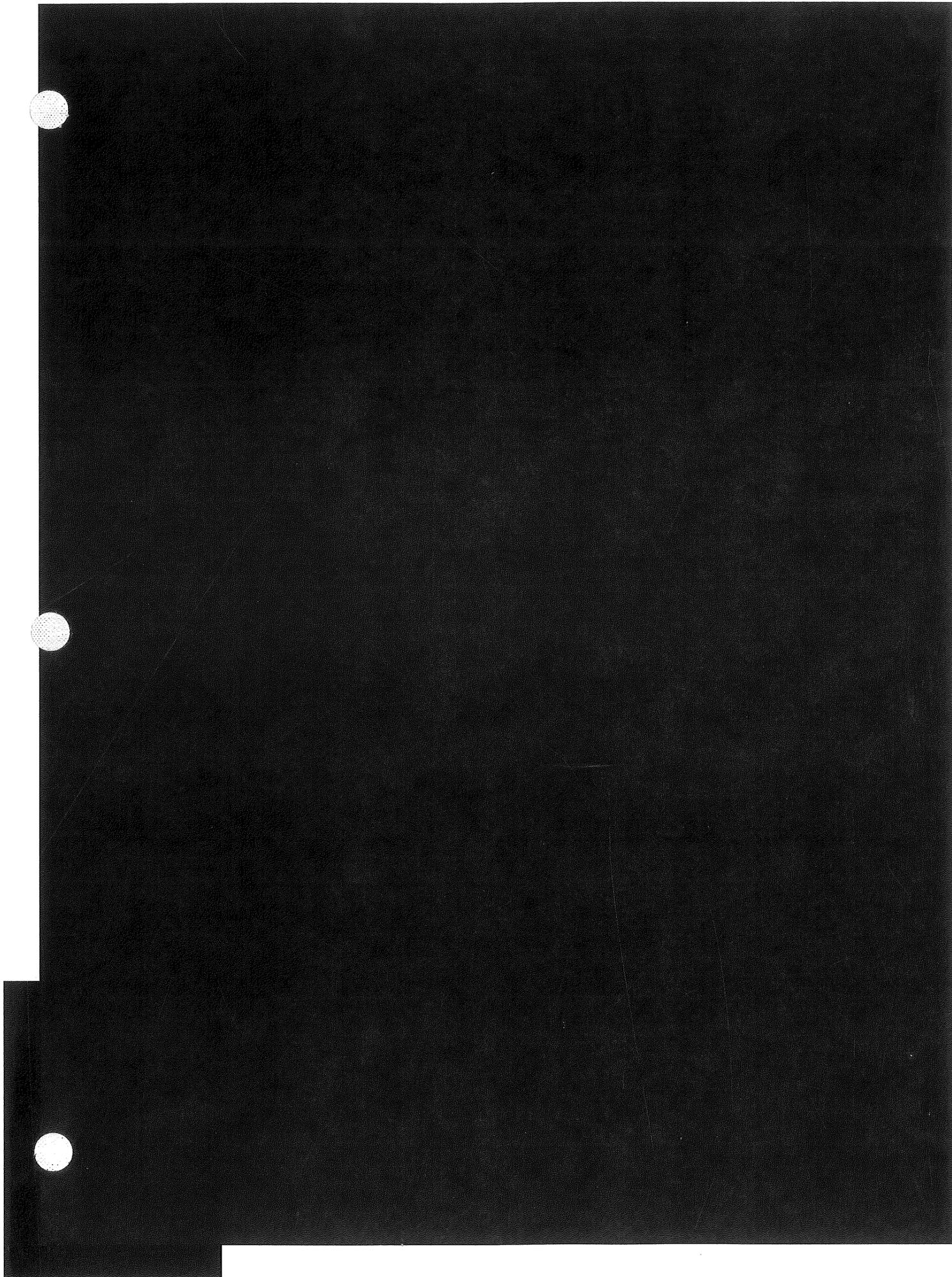


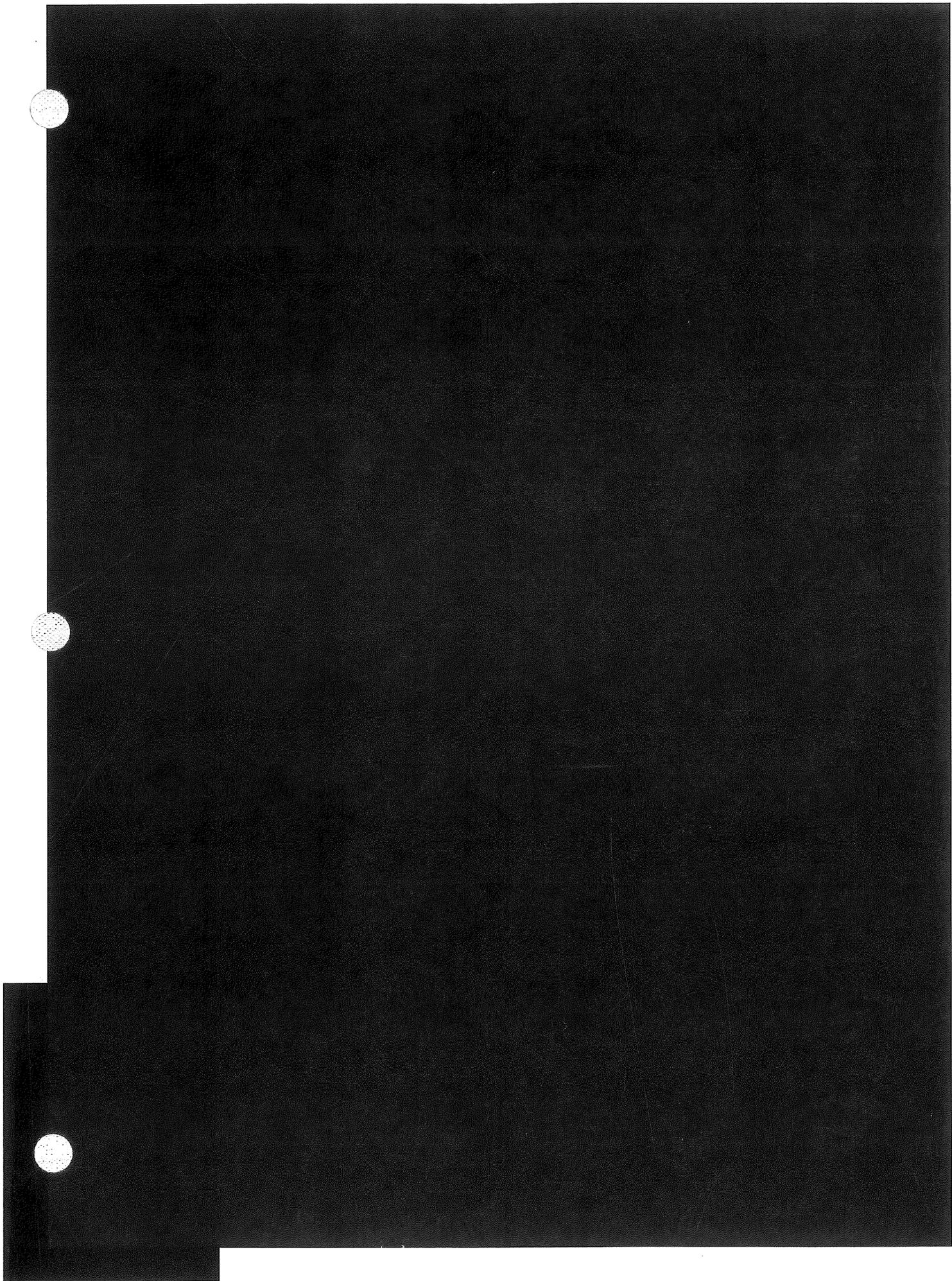


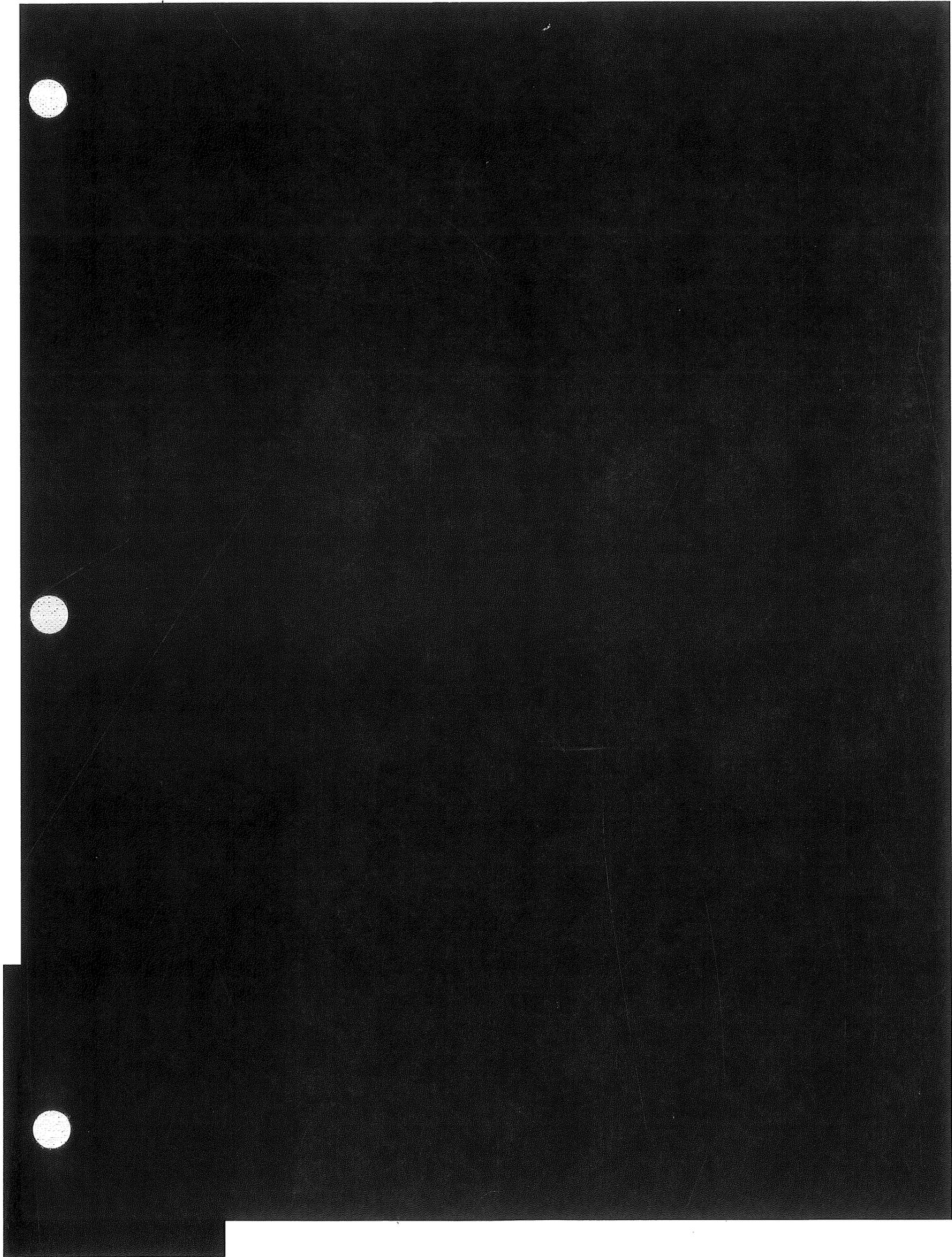




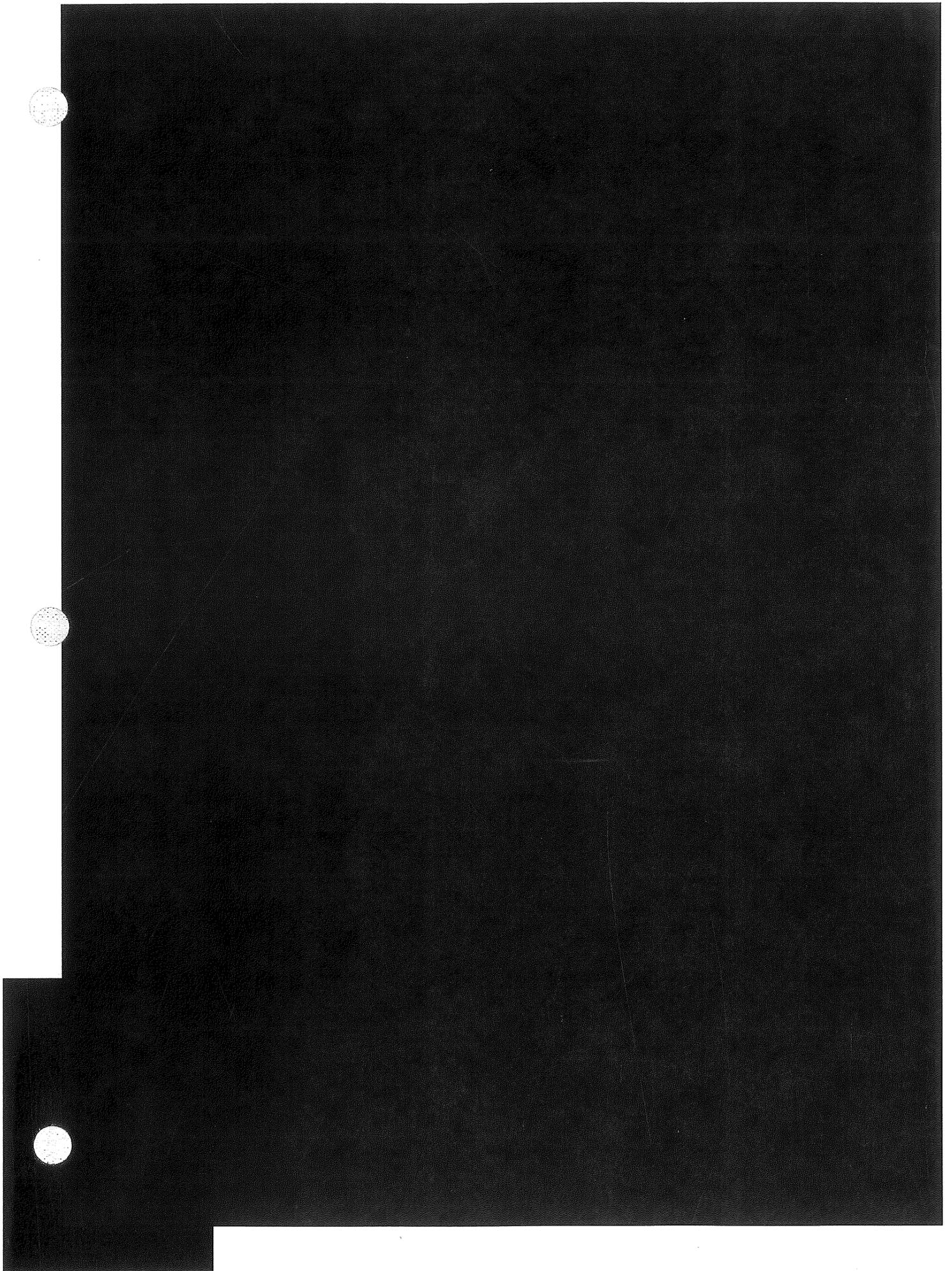


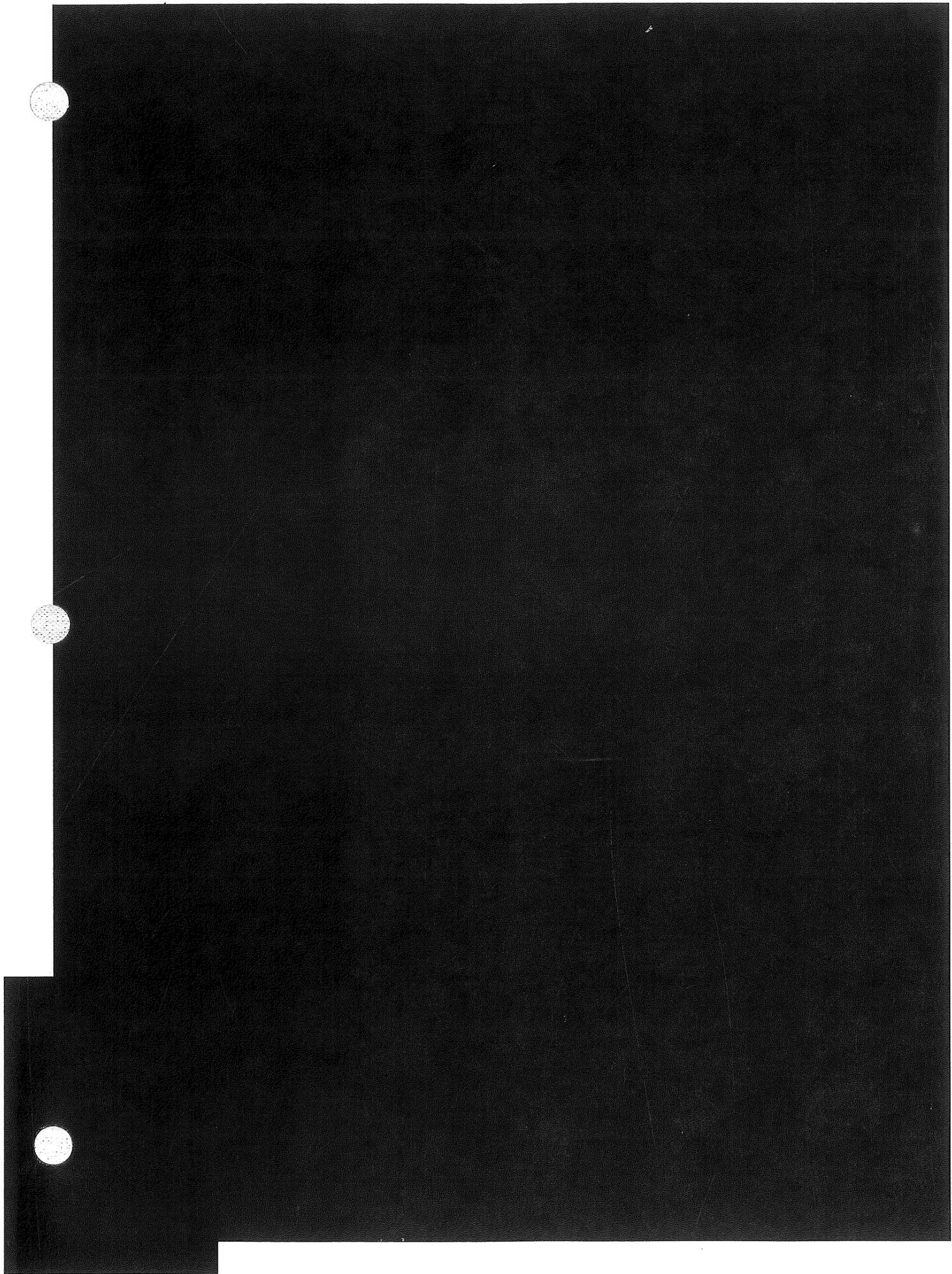
















New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.O Casino Manager

Exhibit VI.O. Submit a description of the relationship between the Manager and the Applicant including, without limitation, a summary of the terms of any and all agreements, contracts or understandings between the Manager and the Applicant. Attach copies of any such written agreements, contracts or understandings.

The Applicant and its Affiliates are not related to the Manager, Full House Resorts, Inc. ("FHR") FHR is a publicly-held company that owns and manages numerous casinos throughout the United States. The Applicant and FHR entered into a Memorandum of Understanding (See **Exhibit VI.O-1**) that will become effective upon the award of a casino license to the Applicant whereby FHR will operate/manage the Grand Hudson Resort and Casino.

The terms of the Memorandum of Understanding are as follows:

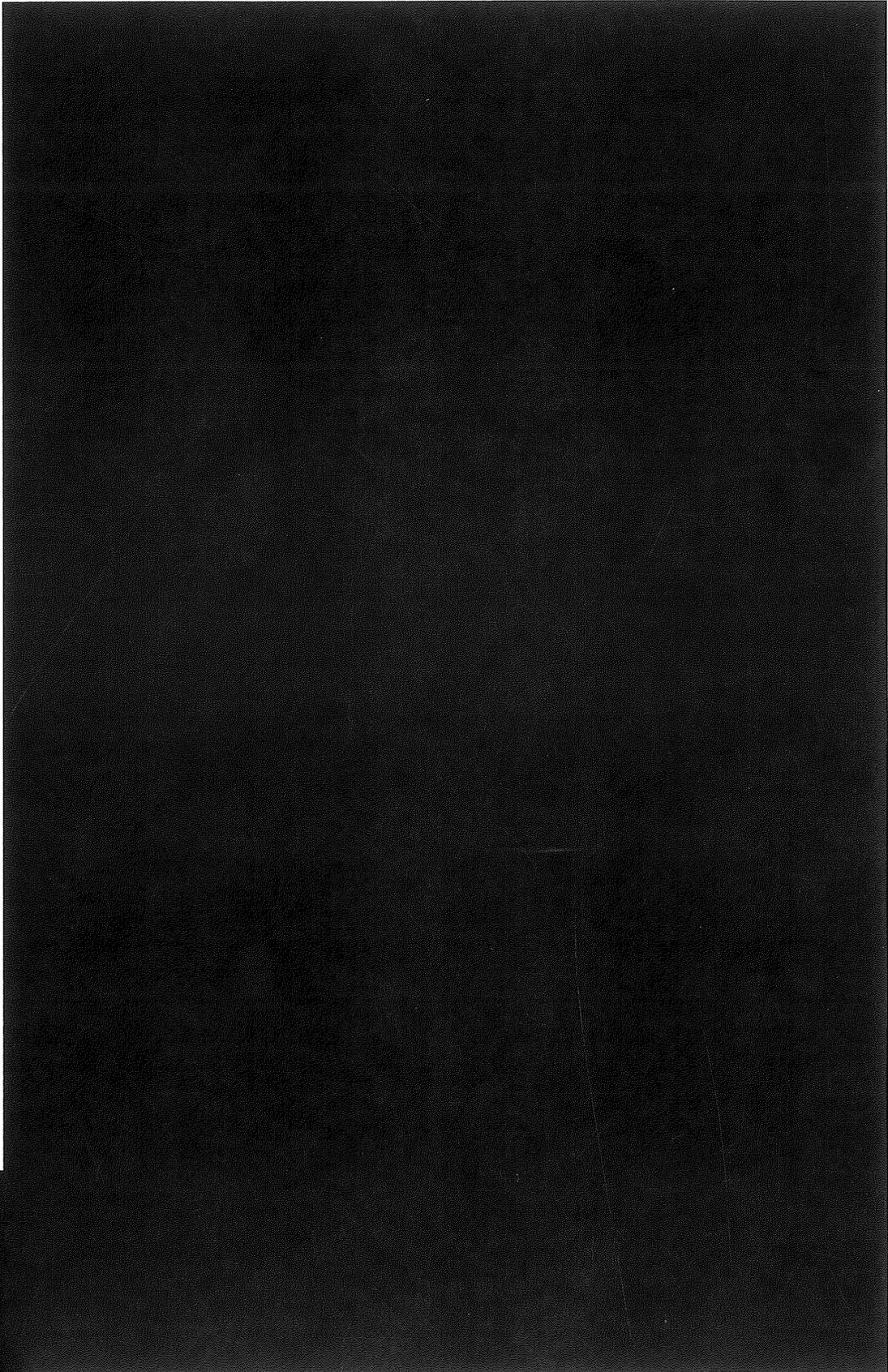
Term of contract: Initial period of five (5) years with an optional renewal period of two (2) years

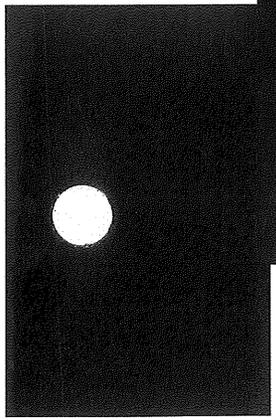
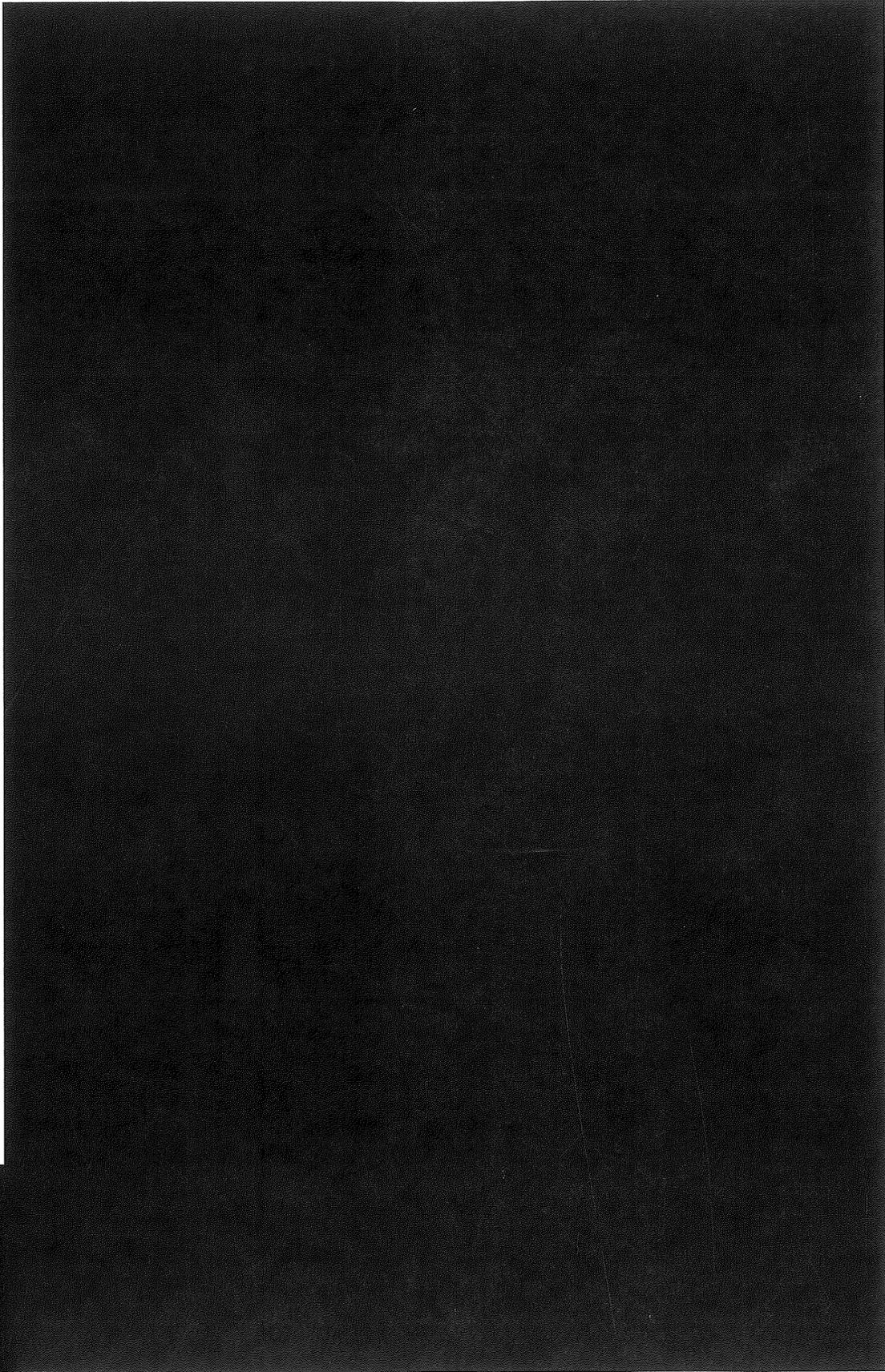
Management Fees:

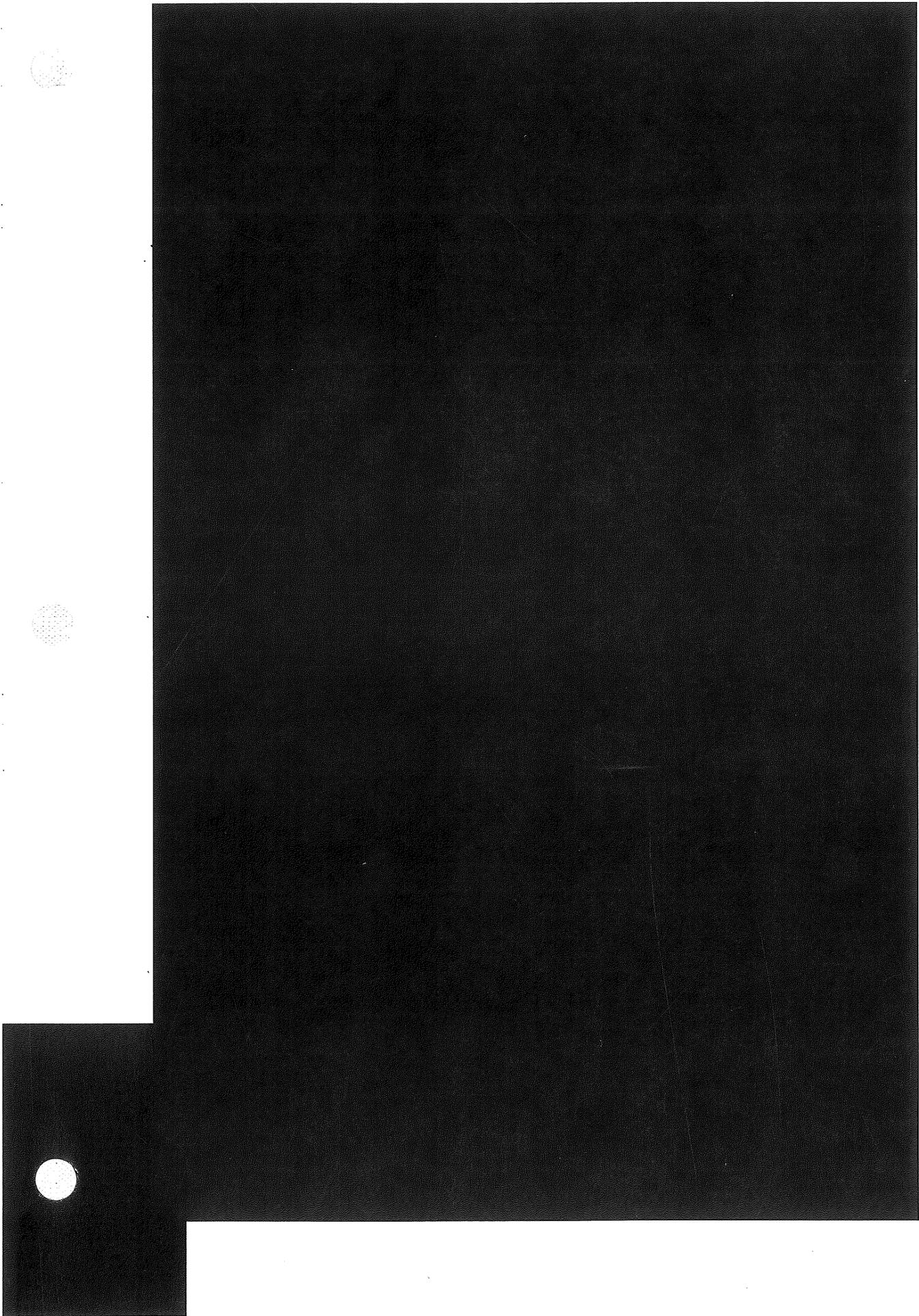


Incentive Fee:









New Windsor Casino & Resort, LLC

Primary Binder: Applicant Information

Exhibit VI.N Organizational Documents

Exhibit VI.P Submit as Exhibits VI. P.1. through VI. P.13., as applicable, copies of the following documents that apply to the Applicant, the Applicant's owners, any Manager or any of the Manager's owners

1. A certified copy of the Applicant's and Affiliates Certificate of Incorporation, articles of incorporation or corporate charter, as applicable, are attached as **Exhibit VI.P.1**

Applicant Owner

Greenetrack, Inc.

**Certified Copy of Articles of Incorporation
NY State Application for Authority
NY State Department of Economic
ESDC - MBE Certification**

Manager

Full House Resorts, Inc.

**Certified Copy of Amended and Restated
Certificate of Incorporation**

2. A copy of the Applicant's and Affiliates' By Laws effective as of the date of the Application (6/30/2014), as applicable, are attached as **Exhibit VI.P.2**

Applicant Owner

Greenetrack, Inc.

By Laws

Manager

Full House Resorts, Inc.

Amended and Restated By-Laws

3. A Certified copy of the Applicant's certificate of formation or articles of organization of a limited liability company as applicable are attached as **Exhibit VI.P.3**

Applicant Majority Owner

New Windsor Casino & Resort, LLC
New Windsor Developer, LLC
New Windsor Casino & Resort, LLC
New Windsor Casino & Resort, LLC

**Certificate of Formation
Certificate of Formation
NY State Application for Authority
Assumed Name (DBA) Certificate**

4. A copy of the limited liability company agreement or operating agreement as amended through the date of the application are attached as **Exhibit VI.P.4**

Exhibits VI.P 5 through Exhibit VI.P 12 required under this section are Not Applicable for New Windsor Casino & Resort, LLC, Greenetrack, Inc. and Full House Resorts, Inc.

5. Stockholder, member or similar agreement are attached as **Exhibit VI.P.13**

Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Articles of Formation filed on behalf of Greenetrack, Inc., as received and filed in the Office of the Secretary of State on 08/28/1995.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.



06/19/2014

Date

A handwritten signature in dark ink, appearing to read 'Jim Bennett', is written over a horizontal line.

20140619000018686

Jim Bennett

Secretary of State

(d) To purchase, hold, sell, reissue and otherwise deal in its own capital stock, bonds, debentures, and other forms of evidence of indebtedness and those of other persons, firms and corporations.

2.2 In addition, the corporation may engage in any and every other business, occupation, and enterprise, except banking, and to exercise any and all other powers and rights which are conferred upon or granted to corporations by the present existing laws of the State of Alabama, or of the United States, or of other states and authorities anywhere or which may be granted to or conferred upon such corporation by any law or act of the State of Alabama, or of the United States, or elsewhere, which may be hereafter enacted or adopted; and generally to do any and all of such acts as may be necessary, proper or convenient in carrying out or accomplishing the general purposes for which said corporation is formed.

3. DURATION OF CORPORATION

The duration of the corporation shall be perpetual unless the corporation shall be dissolved by law or otherwise terminated.

4. CAPITAL STOCK

The aggregate number of shares of capital stock which the corporation shall have authority to issue is Three Million (3,000,000) shares. Each share of stock shall have the par value of One One-Thousandth (\$0.001) Dollar. All stock shall be common stock and nonassessable, and shall constitute one and only one class of stock.

5. REGISTERED OFFICE OF CORPORATION AND INITIAL REGISTERED AGENT

The address of the initial registered office of the corporation is Exit 45/Martin Luther King Drive, Eutaw, Alabama 35462, and the name of its initial registered agent at such address is William Lee.

6. DIRECTORS

6.1 The number of Directors constituting the initial Board of Directors of the Corporation is Seven (7), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders and until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Paul W. Bryant, Jr.	P. O. Box 020152 Tuscaloosa, AL 35402
Sam M. Phelps	P. O. Box 020848 Tuscaloosa, AL 35402
A. Wayne May	3509 Greensboro Avenue Tuscaloosa, AL 35401
Eric Wilson	P. O. Box 020152 Tuscaloosa, AL 35402
William Lee	P. O. Box 471 Eutaw, AL 35462
Rodney Pham	P. O. Box 471 Eutaw, AL 35462
Dorris Beverly	P. O. Box 471 Eutaw, AL 35462

7. PROVISIONS FOR REGULATION OF INTERNAL AFFAIRS

7.1 At any meeting of the shareholders of the corporation, each shareholder shall be entitled to one (1) vote for

each share standing in his name. The shares may be voted by the shareholders either in person or by proxy.

7.2 The corporation shall have a lien upon the shares of a shareholder for any debt or liability owed to it by him before a notice of transfer or levy on such shares is received by the corporation. The corporation shall have the rights with respect to the lien conferred by the laws of the state of Alabama.

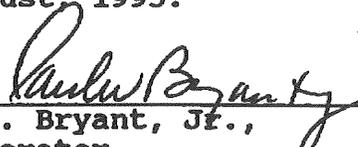
7.3 The corporation reserves the right to amend and repeal any provision of these Articles of Incorporation in the manner provided by the Alabama Business Corporation Act and any amendments thereto, and all rights conferred upon the officers, directors and shareholders of the corporation are granted subject to this reservation.

8. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Paul W. Bryant, Jr.	P. O. Box 020152 Tuscaloosa, AL 35402

Dated this the 28 day of August, 1995.



 Paul W. Bryant, Jr.,
 Incorporator

STATE OF ALABAMA)
 :
 TUSCALOOSA COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Paul W. Bryant, Jr., whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day, being informed of the contents of the Article of Incorporation, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 28 day of August, 1995.

Denise F. Sisler
Notary Public in and for the
State of Alabama at Large

THIS DOCUMENT IS PREPARED BY:

Farley A. Poellnitz
PHELPS, JENKINS, GIBSON & FOWLER
P. O. Box 020848
Tuscaloosa, Alabama 35402-0848
Telephone: (205) 345-5100

C:\MS17\INC\GREENE.ART

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Greenetrack, Inc.

This domestic corporation name is proposed to be incorporated in Greene County and is for the exclusive use of Farley Poellnitz, P O Box 020848, Tuscaloosa, AL 35402 for a period of one hundred twenty days beginning August 16, 1995 and expiring December 15, 1995.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 16, 1995

Date

A handwritten signature in cursive script that reads "Jim Bennett".

Jim Bennett

Secretary of State

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 June 18, 2014.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

130507000 276

New York State Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

APPLICATION FOR AUTHORITY OF

Greenetrack, Inc.

(Insert Corporate Name)

Under Section 1304 of the Business Corporation Law

FIRST: The name of the corporation is:

Greenetrack, Inc.

If the name does not contain a required word or abbreviation indicating corporate character pursuant to § 301 of the Business Corporation Law, the corporation agrees to add the word or abbreviation _____ to the end of its name for use in this state.

(Do not complete this section unless the corporation's true name is not available pursuant to §301 or § 302 of the Business Corporation Law.) The fictitious name under which the corporation will do business in New York is:

SECOND: The jurisdiction in which the corporation was organized is:

Greene County (Alabama)

The date of its incorporation is: August 28, 1995

THIRD: This corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

FOURTH: The county within this state in which the office of the corporation is to be located is:

New York County

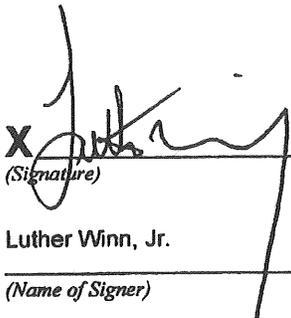
(A county in New York State is required. Please note that the corporation is not required to have an actual physical office in this state.)

FIFTH: The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

Herlecia Hampton, General Manager
Greenetrack, Inc.
Post Office Box 471
Eutaw, Alabama 35462

SIXTH: *(Check the statement that applies.)*

- The foreign corporation has not since its incorporation or since the date its authority to do business in New York was last surrendered, engaged in any activity in this state.
- The consent of the New York State Tax Commission is attached.



(Signature)

Luther Winn, Jr.

(Name of Signer)

President/CEO

(Title of Signer)

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

the entity records on file in this office disclose that Greenetrack, Inc. was formed
in Greene County, Alabama on August 28, 1995. The Alabama Entity
Identification number for this entity is 174-292. I further certify that the records
do not disclose that said entity has been dissolved, cancelled or terminated.



20130506000004942

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.

5/6/2013

Date

Beth Chapman

Beth Chapman

Secretary of State

130507000 276

APPLICATION FOR AUTHORITY
OF

Greenetrack, Inc.

(Insert Corporate Name)

Under Section 1304 of the Business Corporation Law

Filed by: Luther Winn, Jr.

(Name)

Post Office Box 471

(Mailing Address)

Eutaw, Alabama 35462

(City, State and Zip Code)

Notes:

1. You must also submit a Certificate of Existence from the official who files and maintains incorporation records in the jurisdiction of the corporation's formation.
2. The name of the corporation and date of incorporation must exactly match the name of the corporation and, if applicable, the date of incorporation stated in the Certificate of Existence.
3. The Application for Authority must be signed by an officer, director or duly authorized person.
4. Attach the consent of the NYS Tax Commission, if required. To request consent, call the NYS Department of Taxation and Finance at (518) 485-2639.
5. The Application for Authority must be submitted with a \$225 filing fee, made payable to the Department of State.
6. 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.

(For Office Use Only)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 07 2013

TAX S

BY:

JCH
New York

JCH

300



Empire State Development

January 30, 2014

File ID: 57758

Mr. Luther Winn, Jr.
Greenetrack, Inc.
Post Office Box 471
524 County road #208
Eutaw, AL 35462

Dear Mr. Luther Winn:

The New York State Department of Economic Development, Division of Minority and Women's Business Development (DMWBD) has completed its review of your application for State Certification as a Minority Business Enterprise (MBE) and has determined that your firm meets eligibility requirements for certification, pursuant to Executive Law, Article 15-A.

On behalf of the DMWBD, we are pleased to inform you that the firm of Greenetrack, Inc. has been granted status as a **Minority Business Enterprise (MBE)**. In our effort to help you have the broadest possible reach, your business will be listed in the State's Directory of Certified Businesses with the codes listed on the following page

Certification status is not intended to imply that the State of New York guarantees your company's capability to perform on State contracts, nor does it imply that your company is guaranteed any State business.

Be advised that your certification expires 3 years from the date of this letter or unless you are contacted by this Office for recertification.

Please remember that any changes in your company that affect ownership, managerial and/or operational control, must be reported to this Office within thirty (30) days of such changes; including changes to company name, business address, telephone numbers, principal products/services, and bonding capacity. At such time as it is necessary for your company to be recertified, you will be notified by this office.

If your certification is questioned by any public or private entity, please direct the inquiry to this Office for clarification. Thank you for your cooperation. On behalf of the State of New York, I wish you luck in your business endeavors, particularly those involving State agencies.

Yours sincerely,



Scott Munson
Director of Certification



Empire State Development

New York State Department of Economic Development
633 Third Avenue New York New York 10017 Tel 212 803 2414
Web Site: www.esd.ny.gov/MWBE/html

January 30, 2014

File ID: 57758

Mr. Luther Winn, Jr.
Greenetrack, Inc.
Post Office Box 471
524 County road #208
Eutaw, AL 35462

Greenetrack, Inc. will be listed in the State's Directory of Certified Businesses with the following list of codes for products and services:

ESD-I-2655: TECHNOLOGY CONSULTANT: VIDEO LOTTERY/GAMING
NAICS-713290: OTHER GAMBLING INDUSTRIES

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FULL HOUSE RESORTS, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 2011, AT 4:18 O'CLOCK P.M.

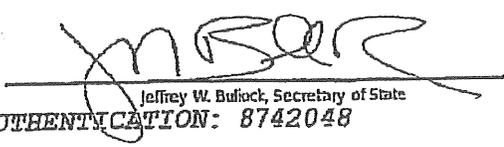
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2114014 8100

110492641

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8742048

DATE: 05-05-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:18 PM 05/04/2011
FILED 04:18 PM 05/04/2011
SRV 110492641 - 2114014 FILE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FULL HOUSE RESORTS, INC.

FULL HOUSE RESORTS, INC. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. The Amcnded and Restated Certificate of Incorporation of the Corporation dated June 5, 2006 is hereby amended by deleting Article FOURTH in its entirety and inserting the following in lieu thereof:

FOURTH: The total number of shares that the Corporation may issue is 105,000,000, of which 100,000,000 shall be shares of Common Stock, par value of \$.0001 per share, and 5,000,000 shall be shares of Preferred Stock, par value of \$.0001 per share.

2. The aforesaid amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to the Certificate of Incorporation to be executed and acknowledged by an authorized officer of the Corporation on this 4th day of May 2011.

FULL HOUSE RESORTS, INC.

Barth F. Aaron

By: _____
Barth F. Aaron
Secretary

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Full House Resorts, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is Full House Resorts, Inc.; that this corporation was originally incorporated under the name Hour Corp. on January 5, 1987. The Corporation changed its name to D.H.Z. Capital Corp. on June 17, 1987 and to Full House Resorts, Inc. on September 2, 1992.

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

FIRST: The name of the Corporation is "Full House Resorts, Inc."

SECOND: The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware. The name of the Corporation's registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares that the Corporation may issue is 30,000,000, of which 25,000,000 shall be shares of Common Stock, \$.0001 par value, and 5,000,000 shall be shares of Preferred Stock, \$.0001 par value.

Each share of Common Stock, \$.0001 par value, of the Corporation, whether issued or unissued (the "Pre-Split Common Stock") shall become, effective as of the close of business on September 2, 1992 (on which date a Certificate of Amendment was filed with the Secretary of State of Delaware with respect to this Article Fourth), and thereafter continue to be, one-two hundredth of a share of Common Stock of this Corporation, \$.0001 par value (the "Post-Split Common Stock"), provided that the shares of Pre-Split Common Stock issued in the name of any

holder as of such time shall be converted only into a whole number of shares at the rate of one share for each two-hundred shares theretofore issued and any fractional shares thus resulting shall be treated in the manner specified below. Each holder of record of issued and outstanding shares of this Corporation's Pre-Split Common Stock, at the close of business on said date, shall be entitled to receive, upon surrender of his or her stock certificate or certificates, a new certificate representing the number of shares of Post-Split Common Stock of which he or she is the owner after giving effect to the provisions of this Article Fourth. Each Stockholder who has an aggregate number of shares of Pre-Split Common Stock registered in his or her name as of the Effective Date so that he or she would otherwise, after giving effect to all such shares so registered, be entitled to receive a fraction of a share of the Post-Split Common Stock as a result of the reverse stock split will have such fractional share rounded up to the nearest whole share number of Post-Split Common Stock at no additional cost.

FIFTH: With respect to the directors and certain beneficial holders of the capital stock of the Corporation:

1. Definitions. For purposes of this Article Fifth:

(a) "*Affiliate*" and "*Associate*" have the respective meanings given those terms in Rule 12b-2 of the General Rules and Regulations promulgated under the Securities Exchange Act of 1934, as amended, with the term "registrant" as used therein meaning the Corporation.

(b) "*Board Member*" means any Person who is serving as a member of the Board of Directors of the Corporation.

(c) A Person is the "*Beneficial Owner*" of issued and outstanding shares of capital stock of the Corporation:

- (i) with respect to which such Person or any of its Affiliates and Associates, pursuant to any agreement, arrangement or understanding, or otherwise, has or shares, directly or indirectly, voting power, including the power to vote or direct the voting of such shares, or investment power, including the power to dispose or to direct the disposition of such shares, or both;
- (ii) that such Person or any of its Affiliates or Associates has the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise; or
- (iii) that are beneficially owned, directly or indirectly, by any other Person with which such first-mentioned Person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or

disposing of any shares of capital stock of the Corporation, as the case may be.

(d) "*Disqualified Director*" means any Board Member (i) whose membership on the Board of Directors could reasonably result in (A) the disapproval, modification, or non-renewal of any Gaming Related Contract to which the Corporation or any its Affiliates is a party or is subject; or (B) the failure to obtain or the loss or non-reinstatement of any license, permit or franchise from any Gaming Authority held by the Corporation or any of its Affiliates to conduct any portion of the business of the Corporation or its Affiliates; (ii) who fails or refuses to immediately fulfill its obligations as provided in Section 2 below; or (iii) who otherwise fails or refuses to obtain any license, permit or other qualification required by any Gaming Authority in connection with the conduct of the business of the Corporation.

(e) "*Disqualified Holder*" means any Beneficial Owner of shares of capital stock of the Corporation whose holding of shares of capital stock may result or, when taken together with the holding of shares of capital stock by any other Beneficial Owner, may result, in the judgment of the Board of Directors, in (i) the disapproval, modification, or non-renewal of any Gaming Related Contract to which the Corporation or any its Affiliates is a party or is subject; or (ii) the failure to obtain or the loss or non-reinstatement of any license, permit or franchise from any Gaming Authority held by the Corporation or any of its Affiliates to conduct any portion of the business of the Corporation or its Affiliates.

(f) "*Fair Market Value*" means, with respect to the shares of capital stock being redeemed pursuant to this Article Fifth: (A) the average closing sales price of such shares during the 10-day period immediately preceding the Redemption Date, as quoted on the American Stock Exchange, or such other stock exchange upon which such shares of capital stock are then listed or (B) if such shares are not listed on any stock exchange, the average closing bid quotation with respect to such shares during the 10-day period immediately preceding the Redemption Date on any quotation system then in use; or (C) if no such quotations are available, the fair market value of such shares on the Redemption Date, as determined in good faith by the Board of Directors.

(g) "*Gaming Authority*" means any of the Nevada Gaming Commission, the Nevada Gaming Control Board and any successors thereto, or any other federal, state, local, tribal or other governmental authority regulating any form of gaming that has, or may have, jurisdiction over the Corporation.

(h) "*Gaming Related Contract*" means any contract or agreement that is regulated or required to be approved by any Gaming Authority.

(i) "*Person*" means any individual, firm, corporation, partnership, limited liability company or other entity.

(j) "Redemption Date" means the date fixed by the Board of Directors for the redemption of any shares of capital stock of the Corporation pursuant to this Article Fifth.

2. Board Member Obligations. Every Board Member will: (a) provide to any Gaming Authority information regarding such Board Member, including without limitation thereof, information regarding other gaming-related activities of such Board Member and financial statements, in such form, and with such updates, as may be required by such Gaming Authority to determine such Board Member's suitability to serve as a Board Member; (b) respond to written or oral questions that may be propounded by any Gaming Authority; (c) consent to the performance of any background investigation that may be required by any Gaming Authority, including without limitation thereto, an investigation of any criminal record of such Board Member; and (iv) if required by any Gaming Authority, apply for and obtain all appropriate licenses, permits or approvals as required by a Gaming Authority.

3. Beneficial Owner Obligations. In addition to any information that may be required to be disclosed pursuant to the rules and regulations of the Securities and Exchange Commission under the Securities and Exchange Act of 1934, as amended:

(a) Any Person who becomes the Beneficial Owner of five percent (5%) or more of any class or series of the Corporation's issued and outstanding capital stock must notify the Corporation and the relevant Gaming Authorities in writing of such fact in accordance with applicable law.

(b) Any Person who becomes the Beneficial Owner of ten percent (10%) or more of any class or series of the Corporation's issued and outstanding capital stock will be deemed to have agreed to: (i) provide to any Gaming Authority information regarding such Person, including without limitation thereof, information regarding other gaming-related activities of such Person and financial statements, in such form, and with such updates, as may be required by any Gaming Authority to determine such Person's suitability as a Beneficial Owner of such capital stock; (ii) respond to written or oral questions that may be propounded by any Gaming Authority; (iii) consent to the performance of any background investigation that may be required by any Gaming Authority, including without limitation thereto, an investigation of any criminal record of such Person; (iv) if required by any Gaming Authority, apply for and obtain all appropriate licenses required by the Gaming Authority; and (v) and pay any costs incurred by any Gaming Authority in connection with such investigation and application.

(c) Any Person who fails to comply with the foregoing provisions will be deemed to have agreed: (i) to indemnify, defend and hold the Corporation, its directors, officers, stockholders, employees and agents from and against any and all losses, damages, liabilities, fines, penalties, costs and expenses (including without limitation, attorneys' fees) that the Corporation may incur that arise or result from such Person's failure to comply with this Article Fifth and applicable law; and (ii) that as compensation to the Corporation for the foregoing indemnification obligations, and not as a penalty, the Corporation may withhold all or a portion of the Redemption Price that would otherwise be payable to such Person or, if no Redemption Price is payable under this Article Fifth,

then the Corporation may cancel such number of shares of the Corporation's capital stock of which such Person is the Beneficial Owner, but only in the amount necessary to reduce such Person's Beneficial Ownership to a level that would not result in the Corporation having any liability to any Gaming Authority or any other Person.

4. Disqualified Directors. Notwithstanding any other provisions of this Certificate of Incorporation, any Disqualified Director shall be automatically removed from the Board of Directors without further action by the stockholders or Board of Directors of the Corporation.

5. Disqualified Holders. Notwithstanding any other provisions of this Certificate of Incorporation, all or a portion of the outstanding shares of capital stock held by a Disqualified Holder will be subject to redemption at any time by the Corporation by action of the Board of Directors. The terms and conditions of such redemption will be as follows:

(a) the redemption price of the shares to be redeemed pursuant to this Section 5 will be equal to the Fair Market Value of such shares, or such other redemption price as may be required by applicable law;

(b) the redemption price of such shares will be paid, at the Corporation's election in its sole discretion, in cash or other immediately available funds or by delivery of a promissory note payable to the Disqualified Holder, or any combination of the two. If all or a portion of the redemption price is to be paid pursuant to a promissory note, unless the Corporation agrees otherwise, such promissory note will be unsecured, payable over a period of five years and will bear interest, compounded annually, at the prime rate of interest, as published in *The Wall Street Journal* on the Redemption Date (or, if the Redemption Date is not a business day, the business day immediately preceding the Redemption Date); *provided*, that if *The Wall Street Journal* ceases to publish the prime rate, the Corporation will reasonably determine a substitute method for determining the prime rate;

(c) if less than all the shares held by the Disqualified Holders are to be redeemed, the shares to be redeemed will be selected in a manner determined by the Board of Directors, which may include selection first of the most recently purchased shares thereof, selection by lot, or selection in any other manner determined by the Board of Directors;

(d) at least 10 days' written notice of the Redemption Date will be given to Disqualified Holders of the shares to be redeemed;

(e) from and after the Redemption Date or such earlier date as mandated by applicable law, any and all rights of whatever nature, which may be held by the Disqualified Holders of shares selected for redemption (including without limitation any rights to vote or participate in dividends declared on capital stock of the same class or series as such shares), will cease and terminate and thenceforth the Disqualified Holder will be entitled only to receive the redemption price payable upon redemption; and

(f) such other terms and conditions as the Board of Directors may determine.

The foregoing notwithstanding, the number of shares of capital stock of a Disqualified Holder to be redeemed pursuant to this Article Fifth will be the minimum number of shares as required to cause such Disqualified Person to be in compliance with, or not subject to, regulatory requirements of the Gaming Authorities.

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: Election of Directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

EIGHTH: The Board of Directors shall have power without the assent or vote of the stockholders to adopt, amend, or repeal the By-Laws of the Corporation.

NINTH: The Board of Directors shall have the power to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

TENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

* * *

3): The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the General Corporation Law.

4): That said Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of the Corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 31st day of May, 2006.

By: Barth Aaron
Name: Barth F. Aaron
Title: Secretary

D. 3

BYLAWS
OF
GREENETRACK, INC.

ARTICLE I

OFFICES

The principal office of the corporation in the State of Alabama shall be located in the City of Eutaw, Greene County. The corporation may have such other offices, either within or without the State of Alabama, as the Board of Directors may designate or as the business of the corporation may require from time to time.

The registered office of the corporation, required by the Alabama Business Corporation Act to be maintained in the State of Alabama, may be, but need not be, identical with the principal office in the State of Alabama, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

SHAREHOLDERS

Section 1. Annual Meeting. The annual meeting of the Shareholders shall be held on the 15th day in the month of March in each year, beginning with the year 1996, at the hour of 10:00 o'clock A.M., or at such other time on such other day as shall be fixed by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Alabama, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the Shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Shareholders as soon thereafter as may be convenient.

Section 2. Special Meetings. Special meetings of the Shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the written request of the holders of not less than one-tenth (1/10) of all outstanding shares of the corporation entitled to vote at the meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Alabama, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice

signed by all Shareholders entitled to vote at a meeting may designate any place, either within or without the State of Alabama, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Alabama.

Section 4. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by the Articles of Incorporation, be given not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or other persons calling the meeting, to each Shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid. Notwithstanding the provisions of this Section, the stock or bonded indebtedness of the corporation shall not be increased at a meeting unless notice of such meeting shall have been given as may be required by section 234 of the Constitution of Alabama as the same may be amended from time to time.

Section 5. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining Shareholders entitled to notice of or to vote at any meeting of Shareholders or any adjournment thereof, or Shareholders entitled to receive payment of any dividend, or in order to make a determination of Shareholders for any other proper purpose, the Board of Directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, fifty (50) days. If the stock transfer books shall be closed for the purpose of determining Shareholders entitled to notice of or to vote at a meeting of Shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of Shareholders, such date in any case to be not more than fifty (50) days and, in case of a meeting of Shareholders, not less than ten (10) days prior to the date on which the particular action, requiring such determination of Shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of Shareholders entitled to notice of or to vote at a meeting of Shareholders, or Shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of Shareholders. When a determination of Shareholders entitled to vote at any meeting of Shareholders has been made as provided in

this Section, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the stock transfer books and the stated period of closing has expired.

Section 6. Voting Record. The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least ten (10) days before each meeting of Shareholders, a complete list of the Shareholders entitled to vote at each meeting of Shareholders or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. For a period of ten (10) days prior to any meeting of Shareholders, such list shall be kept on file at the principal office of the corporation and shall be subject to inspection by any Shareholder making written request therefor at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Shareholder during the whole time of the meeting.

Section 7. Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at a meeting as originally noticed. The Shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Shareholders to leave less than a quorum.

Section 8. Proxies. At all meetings of Shareholders, a Shareholder may vote in person or by proxy executed in writing by the Shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 9. Voting of Shares. Each outstanding share entitled to vote shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of Shareholders.

Section 10. Voting of Shares by Certain Holders. Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent or proxy as the bylaws of such other corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such other corporation may determine.

Shares held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no Trustee shall be entitled to vote shares held by him without a transfer of such shares into his name and no corporate trustee shall be entitled to vote in the election of Directors shares held by it solely in a fiduciary capacity if such shares are shares issued by the corporate trustee itself.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A Shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Neither treasury shares of its own stock held by the corporation, nor shares held by another corporation if a majority of the shares entitled to vote for the election of Directors of such other corporation is held by the corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time.

Section 11. Informal Action by Shareholders. Any action required or permitted to be taken at a meeting of the Shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Shareholders entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote. The consent may be executed by the Shareholders in counterparts.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors of the corporation shall be Seven (7). Each Director shall hold office until the next annual meeting of Shareholders and until his successor shall have been elected and qualified. Directors need not be residents of the State of Alabama or Shareholders of the corporation.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this bylaw

immediately after, and at the same place as, the annual meeting of Shareholders. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Alabama, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any one Director.

Section 5. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Alabama, as the place of meeting for any regular or special meeting of the Board of Directors. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 6. Notice. Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed to each Director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum. A majority of the number of Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

If a quorum is present when the meeting is convened, the Directors present may continue to do business, taking action by a vote of a majority of a quorum, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum present, or the refusal of any Director present to vote.

Section 8. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote. The consent may be executed by the directors in counterparts.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected to serve until the next annual meeting of Shareholders. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of Shareholder called for that purpose.

Section 11. Compensation. By resolution of the Board of Directors, each Director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as Director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 12. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 13. Removal of Directors. At a meeting of the Shareholders called expressly for that purpose, Directors may be removed in the manner provided in Section 10-2A-61 of the Code of Alabama of 1975, as amended, or any successor Code Section. Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of two-thirds (2/3) of the shares then entitled to vote at the election of the Directors, who may then forthwith at such meeting proceed to elect the successor or successors for the unexpired term.

ARTICLE IV

OFFICERS

Section 1. Number. The officers of the corporation shall be a President and a Secretary, both of whom shall be elected by the Board of Directors. Such other officers and assistant officers as

may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the Shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the Shareholders and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation and deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice-Presidents. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President the Vice-Presidents in the order designated at the time of their of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the

Board of Directors, certificates for shares of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each Shareholder which shall be furnished to the Secretary by such Shareholder; (e) sign with the President, any Vice-President, or the treasurer, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Treasurer may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9. Assistant Secretaries and Assistant Treasurers. The assistant secretaries or assistant treasurers, when authorized by the Board of Directors, may sign with the President, Vice-President or the Treasurer, certificates for shares of the corporation the issuance of which shall have been authorized by a resolution of the Board of Directors. The assistant treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or by the Board of Directors.

Section 10. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the corporation.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI

CERTIFICATES FOR SHARES

Section 1. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the Chairman of the Board, the President, any Vice-President, or the Treasurer, and by the Secretary, an assistant Vice-President, an assistant Secretary, or an assistant Treasurer, and sealed with the corporate seal or a facsimile thereof. The signatures of such officers upon a certificate may be facsimiles if the certificate is manually signed on behalf of a transfer agent or a registrar, other than the corporation itself or one of its employees. Each certificate for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number and class of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall

be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe. The corporation may issue fractional shares of stock.

Section 2. Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

Section 3. Lost, Stolen, Destroyed, or Mutilated Certificates. No certificate for shares of stock in the corporation shall be issued in place of any certificate alleged to have been lost, destroyed or stolen, except on production of such evidence of such loss, destruction or theft as the Board of Directors may in its discretion require, and on delivery to the corporation, if the Board of Directors shall so require, of a bond of indemnity, upon such terms and secured by such surety as the Board of Directors may in its discretion require.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall be determined by the Board of Directors.

ARTICLE VIII

DIVIDENDS

The Board of Directors may from time to time declare and the corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

ARTICLE IX

CORPORATE SEAL

The Board of Directors shall have the option to provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "Corporate Seal".

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given to any Shareholder or Director of the corporation under the provisions of these Bylaws or the provisions of the Articles of Incorporation or under the provisions of the Constitution of Alabama or the Alabama Business Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

INDEMNIFICATION

Section a. Third Party Claims. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section b. Corporation Claims. The Corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in

a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section c. Mandatory Indemnification. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections (a) and (b) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section d. Approved Indemnification. Any indemnification under Sections (a) and (b) above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the membership.

Section e. Advance of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

Section f. Non-Exclusivity of Remedies. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting, provided, however, that the Board of Directors may not alter, amend or repeal any bylaw establishing what constitutes a quorum at Shareholders meetings.

DATED this the 28th day of August, 1995.

GREENETRACK, INC.

By: 

Sam M. Phelps
As Its Secretary

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An amendment to Article II of the bylaws passed March 15, 2000 at the Stockholder's and Board of Director's meeting.

The changes were as follow: Board members are elected every two years.
Officers of the board are elected every two years.

These changes should be inserted any place applicable within the Articles of Incorporation.

Amendment to bylaws

An amendment to article III section II of the bylaws passed March 15, 2002 at the Stockholder's and Board of Director's meeting.

The changes were as follow: Board members and officers of the board will be elected every five years.

Article III section II shall read as follow: Number, tenure and qualifications. The number of directors of the cooperation shall be seven (7). Each director shall hold office for five years or until his successor shall have been elected and qualified. Directors need not be residents of the state of Alabama or shareholders of the cooperation.

This change shall be inserted into the bylaws of the cooperation wherever necessary.

An amendment to Article II of the bylaws passed March 17, 2003 at the annual shareholder's meeting.

The amendment was as follow: Before any stock can be sold, Greenetrack must have the first right to refuse, stockholder's should have the second right to refuse and other individuals will have the final option to buy stock. Any stockholder may transfer stock to a family member (mother, father, brother, sister and children) at any time as long as they abide by the rules.

This amendment will go into effect 30 days from the date of the meeting (04-17-04) and should be inserted any place applicable within the Articles of Incorporation.

Amended and Restated By-Laws

of

FULL HOUSE RESORTS, INC.

ARTICLE I
STOCKHOLDERS MEETINGS

Section 1. Annual Meeting. A meeting of stockholders shall be held annually for the election of directors and the transaction of any other business that may come before the meeting. The time and place of the meeting shall be as determined by the Board and designated in the Notice of Meeting.

Section 2. Special Meetings. Special meetings of the stockholders may be called for any purpose at any time by the Board or at the request in writing of stockholders owning at least forty percent (40%) of the total number of outstanding shares of any class of capital stock of the Corporation.

Section 3. Notice of Meetings. Notice of the place, date and time of each annual and special meeting of stockholders and, in the case of a special meeting, the purposes thereof, shall be given personally or by first class prepaid mail to each stockholder entitled to vote at such meeting, not less than ten (10) and not more than fifty (50) days before the date of such meeting. If mailed, such notice shall be directed to each stockholder at his address as it appears on the stock records of the Corporation, unless he shall have filed with the Secretary of the Corporation a written request that notices to him be mailed to some other address, in which case it shall be directed to him at such other address. Notice of any meeting of stockholders need not be given to any stockholder who shall attend such meeting in person or by proxy and shall not, at the beginning of such meeting, object to the transaction of any business before the meeting because the meeting is not lawfully called or convened, or who shall, either before or after the meeting, submit a signed waiver of notice, in person or by proxy. Unless the Board shall fix after an adjournment a new record date for an adjourned meeting, notice of such adjourned meeting need not be given if the time and place to which the meeting shall be adjourned is announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 4. Place of Meetings. Meetings of the stockholders may be held at such place, within or without the State of Delaware, as the Board or the officer or other authority calling the same shall specify in the notice of such meeting or in a duly executed waiver of notice thereof.

Section 5. Quorum. At all meetings of the stockholders, the holders of forty percent (40%) of the issued and outstanding shares of capital stock of the Corporation (of all classes) entitled to vote shall be present in person or by proxy to constitute a quorum for the transaction of any business. In the absence of a quorum, the holders of a majority of the shares present in

person or by proxy and entitled to vote, or, if no stockholder entitled to vote is present, then the President or in his absence any other officer of the Corporation, may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum may be present any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Organization. At each meeting of the stockholders, the Chairman, or in his absence or inability to act the President, or in the absence of both of them any person chosen by a majority of those stockholders present, shall act as chairman of the meeting. The Secretary, or in his absence or inability to act any person appointed by the chairman of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

Section 7. Order of Business. The order of business at all meetings of the stockholders shall be determined by the chairman of the meeting.

Section 8. Voting. Except as otherwise provided by statute or the Certificate of Incorporation, each holder of record of shares of stock of the Corporation having voting power shall be entitled at each meeting of the stockholders to one vote for every share of stock standing in his name on the record of stockholders of the Corporation on the date fixed for the determination of the stockholders who shall be entitled to notice of and to vote at such meeting. Each stockholder entitled to vote at any meeting may authorize another person or persons to act for him by a proxy signed by such stockholder or his attorney in fact and delivered to the secretary of the meeting at or prior to the time designated in the order of business for so delivering such proxies. No proxy shall be valid after the expiration of three (3) years from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the stockholder executing it, except in those cases in which it is designated as irrevocable and an irrevocable proxy is permitted by law. Except as otherwise provided by statute, these By-Laws or the Certificate of Incorporation, any corporate action to be taken by a vote of the stockholders shall be authorized by a majority of the total votes cast by the holders of shares present in person or represented by proxy and entitled to vote on such action. Unless required by statute or determined by the chairman of the meeting to be advisable, the vote on any question need not be by written ballot. On a vote by written ballot, each ballot shall be signed by the stockholder voting, or by his proxy, and shall state the number of shares voted.

Section 9. List of Stockholders. The officer who has charge of the stock ledger of the Corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in his name. The list shall be produced and kept at the meeting to resolve any questions relating to the voting rights of any stockholder.

Section 10. Inspectors. The Board may, in advance of any meeting of stockholders, appoint one or more inspectors to act at such meeting or any adjournment thereof. If the inspectors shall not be so appointed or if any of them shall fail to appear or act, the chairman of the meeting may, and on request of any stockholder entitled to vote thereat shall, appoint inspectors. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors shall determine the number of shares

outstanding and the voting power of each, the number of shares represented at the meeting, the existence of a quorum and the validity and effect of proxies, and shall receive votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the chairman of the meeting or any stockholder entitled to vote thereat, the inspectors shall make a report in writing of any challenge, request or matter determined by them and shall execute a certificate of any fact found by them. No director or candidate for the office of director shall as inspector of an election of directors. Inspectors need not be stockholders.

Section 11. Action Without Meeting. Any action required or permitted to be taken at any meeting of the stockholders (including the annual meeting) may, to the extent permitted by applicable law, be taken without a meeting with the written consent of the holders of record of that number of outstanding shares of the Corporation which is then required to authorize such action, provided that such written consent shall be filed with the minutes of proceedings of the stockholders, and provided further that written notice of such action shall be given as required by law to all nonconsenting stockholders.

ARTICLE II BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board. The Board may exercise all such authority and powers of the Corporation and do all such lawful acts and things as are not by statute or the Certificate of Incorporation required to be exercised or done by the stockholders.

Section 2. Number, Qualifications, Election and Term of Office. The number of directors of the Corporation shall be fixed from time to time, within the limits specified by the Certificate of Incorporation, by resolution of the Board of Directors; provided, however, no director's term shall be shortened by reason of a resolution reducing the number of directors. All directors shall be of full age. Directors need not be stockholders. The directors shall be elected at the annual meeting of stockholders or, if action by the stockholders without a meeting is permitted by applicable law, the directors may be elected by consent of the holders of that number which would be sufficient to elect the directors at the annual meeting. Each director shall hold office until the next annual meeting of stockholders and until his successor shall have been duly elected and qualified, or until his death, resignation or removal.

Section 3. Place of Meetings. Meetings of the Board may be held at such place, within or without the State of Delaware, as the Board may from time to time determine or as shall be specified in the notice or waiver of notice of such meeting. Any or all directors may participate in any meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

Section 4. First Meeting. The Board shall meet for the purpose of organization, the election of officers and the transaction of other business, as soon as practicable after each annual meeting of stockholders, on the same day and at the same place where such annual meeting shall be held. Notice of such meeting need not be given.

Section 5. Regular Meetings. Regular meetings of the Board shall be held at such time and place as the Board may from time to time determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day. Notice of regular meetings of the Board need not be given except as otherwise required by statute or these By-Laws.

Section 6. Special Meetings. Special meetings of the Board may be called by the Chairman, the President or a majority of the directors.

Section 7. Notice of Meetings. Notice of each special meeting (and of each regular meeting for which notice shall be required) shall be given by the Secretary as hereinafter provided in this Section 7, in which notice shall be stated the time and the place (within or without the State of Delaware) of the meeting. Notice of each meeting shall be delivered to each director either personally or by telephone, telegraph, cable or wireless, at least twenty-four (24) hours before the time at which such meeting is to be held or by first class mail, postage prepaid, addressed to him at his residence, or usual place of business, at least three days before the day on which such meeting is to be held. Notice of any such meeting need not be given to any director who shall, either before or after the meeting, submit a signed waiver of notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of notice to him. Except as otherwise specifically required by statute or the Certificate of Incorporation or these By-Laws, a notice or waiver of notice of any regular or special meeting need not state the purposes of such meeting.

Section 8. Quorum and Manner of Acting. A majority of the entire Board shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at such meeting and, except as otherwise expressly required by statute, the Certificate of Incorporation or these By-Laws, the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum at any meeting of the Board, a majority of the directors present thereat, or if no director be present the Secretary, may adjourn such meeting to another time and place, or such meeting, unless it be the first meeting of the Board, need not be held. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. Except as provided in Article III of these By-Laws, the directors shall act only as a Board and the individual directors shall have no power as such.

Section 9. Organization. At each meeting of the Board, the Chairman or, in his absence or inability to act the President, or in the absence of both of them any director chosen by a majority of the directors present, shall act as chairman of the meeting and preside thereat. The Secretary or, in his absence or inability to act, any person appointed by the chairman of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

Section 10. The Chairman. If a Chairman shall be elected, he shall preside, if present, at each meeting of the Board and stockholders and shall be an ex-officio member of all committees of the Board. He shall perform all duties incident to the office of Chairman and all such other duties as from time to time may be assigned to him by the Board or these By-Laws. If

no Chairman shall be elected, the President shall have the privileges and responsibilities set forth in this Section 10.

Section 11. Resignations. Any director of the Corporation may resign at any time by giving written notice of his resignation to the Chairman or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 12. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office, unless sooner removed, until the next annual election and until their successors are duly elected and qualified. If there are no directors in office, then an election of directors may be held in the manner provided in these By-Laws. When one or more directors shall resign from the Board, effective at a future date, a majority of directors then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office as provided in this section in the filling of other vacancies.

Section 13. Removal of Directors. Except as otherwise provided in the Certificate of Incorporation or by law, any director may be removed, either with or without cause, at any time, at a special meeting of the stockholders called for that purpose, and the vacancy in the Board caused by any such removal may be filled by the remaining directors or by the stockholders.

Section 14. Compensation. The Board shall have authority to fix the compensation, including fees and reimbursement of expenses, of directors for services to the Corporation in any capacity, provided no such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 15. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all members of the Board consent thereto in writing, such writing or writings shall be filed with the minutes of proceedings of the Board.

ARTICLE III EXECUTIVE AND OTHER COMMITTEES

Section 1. Executive and Other Committees. The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee; provided, however, that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Any member of any committee,

or any alternate or substitute member of any committee, may participate in any meeting of such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at the meeting. Any such committee, to the extent provided in the resolutions creating the same shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it, but no such committee shall have the power or authority to: amend the Certificate of Incorporation, adopt an agreement of merger or consolidation, recommend to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommend to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amend the By-Laws of the Corporation; and, unless the resolution creating the same so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Each committee shall keep written minutes of its proceedings and shall report such minutes to the Board when required. All such proceedings shall be subject to alteration or revision by the Board; provided, however, that third parties shall not be prejudiced by such revision or alteration.

Section 2. General. A majority of any committee may determine its action and fix the time and place of its meetings, and the manner of giving notice, if any, of regular meetings thereof, unless the Board shall otherwise provide. Notice of each special meeting of any committee shall be given to each member of the committee in the manner provided for in Article II, Section 7. Unless the Board shall otherwise provide, any action required or permitted to be taken at any meeting of any committee may be taken without a meeting if all of the members of any such committee consent thereto in writing, such writing or writings shall be filed with the minutes of proceedings of such committee. The Board shall have the power at any time to fill vacancies in, to change the membership of, or to dissolve any such committee. Nothing herein shall be deemed to prevent the Board from appointing one or more committees consisting in whole or in part of persons who are not directors of the Corporation; provided, however, that no such committee shall have or may exercise any authority of the Board.

ARTICLE IV OFFICERS

Section 1. Number and Qualifications. The officers of the Corporation may include the Chairman of the Board if a Chairman shall be elected and shall include the President, one or more Vice Presidents (one of whom may be designated Executive Vice President), the Treasurer and the Secretary. Any two or more offices may be held by the same person, but the same person shall not be both President and Secretary. Such officers shall be elected from time to time by the Board, each to hold office until the meeting of the Board following the next annual meeting of the stockholders, or until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall have resigned, or have been removed, as herein provided in these By-Laws, but no such election shall of itself create contract rights in any such officer. The Board may from time to time elect, or the President may appoint, such other officers (including one or more Assistant Vice Presidents, Assistant Secretaries and Assistant Treasurers), and such agents, as may be necessary or desirable for the business of the Corporation. Such other officers and

agents shall have such duties and shall hold their offices for such terms as may be prescribed by the electing or appointing authority.

Section 2. Resignations. Any officer of the Corporation may resign at any time by giving written notice of his resignation to the Board, the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Removal. Any officer or agent of the Corporation may be removed, either with or without cause, at any time, by the vote of the majority of the entire Board at any meeting of the Board or, except in the case of an officer or agent elected or appointed by the Board, by the Chairman or the President. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office, whether arising from death, resignation, removal or any other cause, may be filled for the unexpired portion of the term of the office which shall be vacant, in the manner prescribed in these By-Laws for the regular election to such office.

Section 5. The President. The President shall be the chief operating and administrative officer of the Corporation and shall have general and active management of the day-to-day business of the Corporation and general and active supervision and direction over the other officers, agents and employees of the Corporation and shall see that their duties are properly performed, subject, however, to the control of the Chairman. The President shall be an ex-officio member of all committees of the Board, and shall perform all duties incident to the office of President and chief operating and administrative officer and such other duties as from time to time may be assigned to him by the Board or the Chairman, or by these By-Laws.

Section 6. Vice Presidents. Each Vice President shall have such powers and perform all such duties as from time to time may be assigned to him by the Board or the President.

Section 7. The Treasurer. The Treasurer shall:

- (a) have charge and custody of, and be responsible for, all the funds and securities of the Corporation;
- (b) keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and have control of all books of account of the Corporation;
- (c) cause all moneys and other valuables to be deposited to the credit of the Corporation in such depositories as may be designated by the Board;
- (d) receive, and give receipts for, moneys due and payable to the Corporation from any source whatsoever;
- (e) disburse the funds of the Corporation and supervise the investment of its funds as ordered or authorized by the Board;

(f) render to the President (and the Board whenever the Board may require) an account of the financial condition of the Corporation; and

(g) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board or the President.

Section 8. The Secretary. The Secretary shall:

(a) keep or cause to be kept in one or more books provided for the purpose, the minutes of all meetings of the Board, the committees of the Board and the stockholders;

(b) see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law;

(c) be custodian of the records and the seal of the Corporation and affix and attest the seal to all stock certificates of the Corporation (unless the seal of the Corporation on such certificates shall be a facsimile, as hereinafter provided) and affix and attest the seal to all other documents to be executed on behalf of the Corporation under its seal;

(d) see that the books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and

(e) in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board or the President.

(f) Officers' Bonds or Other Security. If required by the Board, any officer of the Corporation shall give a bond or other security for the faithful performance of his duties, in such amount and with such sureties as the Board may require.

Section 9. Compensation. The compensation of the officers of the Corporation for their services as such officers shall be fixed from time to time by the Board; provided, however, that the Board may delegate to the President the power to fix the compensation of officers and agents appointed by the President. An officer of the Corporation shall not be prevented from receiving compensation by reason of the fact that he is also a director of the Corporation.

ARTICLE V INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE VI CONTRACTS, CHECKS, BANK ACCOUNTS, ETC.

Section 1. Execution of Contracts. Except as otherwise required by statute, the Certificate of Incorporation or these By-Laws, any contract or other instrument may be executed and delivered in the name and on behalf of the Corporation by such officer or officers (including

any assistant officer) of the Corporation as the Board may from time to time direct. Such authority may be general or confined to specific instances as the Board may determine.

Section 2. Loans. No officer shall effect loans or advances for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, or on account of such loans make, execute or deliver any promissory note, bond or other evidence of indebtedness of the Corporation, or mortgage, pledge, hypothecate or transfer otherwise than in the ordinary course of business of the Corporation any securities or other property of the Corporation, except when authorized by the Board.

Section 3. Checks Drafts. Etc. All checks, drafts, bills of exchange and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed in the name and on behalf of the Corporation by such persons as shall from time to time be authorized by the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may from time to time designate or as may be designated by any officer or officers of the Corporation to whom such power of designation may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer or agent of the Corporation, or in such other manner as the Board may determine by resolution.

Section 5. General and Special Financial Accounts. The Board may from time to time authorize the opening and keeping of general and special accounts with such banks, trust companies or other depositories, and with such brokerage firms and other financial institutions, as the Board may designate or as may be designated by any officer or officers of the Corporation to whom such power of designation may from time to time be delegated by the Board. The Board may make such special rules and regulations with respect to such accounts, not inconsistent with the provisions of these By-Laws, as it may deem expedient.

Section 6. Proxies. The President, or any agent that the President may from time to time appoint, may, in the name and on behalf of the Corporation cast the votes which the Corporation may be entitled to cast at meetings of the holders of the stock or other securities of other corporations, or consent in writing, in the name of the Corporation as such holder, to any action by other corporations, and, in the case of an agent appointed by the President, may instruct the agent so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal or otherwise, all such written waivers, proxies or other instruments as may be deemed necessary or proper in the premises.

ARTICLE VII SHARES, ETC.

Section 1. Stock Certificates. Each holder of stock of the Corporation shall be entitled to have a certificate, in such form as shall be approved by the Board, certifying the

number of shares of stock of the Corporation owned by him; provided, however, that the Board may authorize the issuance of uncertificated shares of some or all of any or all classes or series of the Corporation's stock. The certificates representing shares of stock shall be signed in the name of the Corporation by the President and by the Secretary and sealed with account of the alleged loss, theft, or destruction of any such certificate, or the issuance of a new certificate. Anything herein to the contrary notwithstanding, the Board, in its absolute discretion, may refuse to issue any such new certificate, except pursuant to legal proceedings under the laws of the State of Delaware.

Section 2. Books of Account and Record of Stockholders. The books and records of the Corporation may be kept at such places within or without the State of Delaware as the Board of Directors may from time to time determine. The stock record books and the blank stock certificate books shall be kept by the Secretary or by any other officer or agent designated by the Board of Directors.

Section 3. Transfers of Shares. Transfers of shares of stock of the Corporation shall be made on the stock records of the Corporation only on authorization by the registered holder thereof, or by his attorney "hereunto authorized by power of attorney duly executed and filed with the Secretary or with a transfer agent or transfer clerk, and on surrender of the certificate or certificates for such shares (in the case of certificated shares) properly endorsed or accompanied by a duly executed stock transfer power and the payment of all taxes thereon. Except as otherwise provided by law, the Corporation shall be entitled to recognize the exclusive right of a person in whose name any share or shares stand on the record of stockholders as the owner of such share or shares for all purposes, including, without limitation, the rights to receive dividends or other distributions, and to vote as such owner, and the Corporation may hold any such stockholder of record liable for calls and assessments and the Corporation shall not be bound to recognize any equitable or legal claim to or interest in any such share or shares on the part of any other person whether or not it shall have express or other notice thereof. Whenever any transfers of shares shall be made for collateral security and not absolutely, and both the transferor and transferee request the Corporation to do so, such fact shall be stated in the entry of transfer.

Section 4. Regulations. The Board may make such additional rules and regulations, not inconsistent with these By-laws, as it may deem expedient concerning the issue, transfer and registration of certificates for shares of stock of the Corporation. It may appoint, or authorize any officer or officers to appoint, one or more transfer agents, transfer clerks or registrars, and may require all certificates for shares of stock to bear the signature or signatures of any of them.

Section 5. Lost, Destroyed or Mutilated Certificates. The holder of any certificate representing shares of stock of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of such certificate, and the Corporation may issue a new certificate in the place of any certificate theretofore issued by it which the owner thereof shall allege to have been lost, stolen or destroyed or which shall have been mutilated, and the Board may, in its discretion, require such owner or his legal representatives to give to the Corporation a bond in such sum, limited or unlimited, and in such form and with such surety or sureties as the Board in its absolute discretion shall determine, to indemnify the Corporation against any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate, or

the issuance of a new certificate. Anything herein to the contrary notwithstanding, the Board, in its absolute discretion, may refuse to issue any such new certificate, except pursuant to legal proceedings under the laws of the State of Delaware.

Section 6. Fixing of Record Date. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion, exchange of stock or for the purpose of any other lawful action, the Board may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at any meeting of stockholders shall be the close of business on the date next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held, (2) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board is necessary, shall be the day on which the first written consent is expressed, and (3) the record date for determining stockholders for any other purpose shall be the close of business on the day on which the Board adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

ARTICLE VIII OFFICES

The Corporation may also have an office or offices other than its registered office at such place or places, either within or without the State of Delaware, as the Board shall from time to time determine or the business of the Corporation may require.

ARTICLE IX FISCAL YEAR

The fiscal year of the corporation shall be Determined by the Board.

ARTICLE X SEAL

The Board shall provide a corporate seal, which shall be in the form of two concentric circles and bear the name of the Corporation, the year of incorporation and the words "Corporate Seal-Delaware".

ARTICLE XI AMENDMENTS

These By-Laws may be amended or repealed or new by-laws may be adopted at any annual or special meeting of the stockholders by a majority of the total votes of the stockholders present in person or represented by proxy and entitled to vote on such action, provided, however,

that the notice of such meeting shall have been given as provided in these By-Laws. These By-Laws may also be amended or repealed or new by-laws may be adopted by the Board at any meeting thereof; provided, that notice of such meeting shall have been given as provided in these By-Laws; and provided further, however, that the by-laws adopted by the Board may be amended or repealed by the stockholders as hereinabove provided.

I certify that the within By-laws of Full House Resorts, Inc. are true and accurate and effective as of this 29th day of May 2008



Barth F. Aaron
Secretary

**STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION**

First: The name of the limited liability company is _____
New Windsor Casino & Resort, LLC

Second: The address of its registered office in the State of Delaware is _____
1209 Orange Street in the City of Wilmington
Zip code 19801. The name of its Registered agent at such address is
The Corporation Trust Company

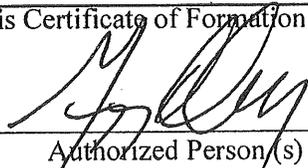
Third: (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is _____.")

Fourth: (Insert any other matters the members determine to include herein.)

The Limited Liability Company shall be managed by one or more managers.

In Witness Whereof, the undersigned have executed this Certificate of Formation this

25th day of June, 2014.

By: 
Authorized Person(s)

Name: Gregory T. Obloy

**STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION**

First: The name of the limited liability company is _____
New Windsor Developer, LLC

Second: The address of its registered office in the State of Delaware is _____
1209 Orange Street in the City of Wilmington.
Zip code 19801. The name of its Registered agent at such address is
The Corporation Trust Company

Third: (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is _____.")

Fourth: (Insert any other matters the members determine to include herein.)

The Limited Liability Company shall be managed by one or more managers.

In Witness Whereof, the undersigned have executed this Certificate of Formation this

25th day of June, 2014.

By: _____
Authorized Person (s)

Name: Gregory T. Obloy

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 June 27, 2014.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

140627000 662

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza, 99 Washington Ave.
Albany, NY 12231
www.dos.ny.gov

APPLICATION FOR AUTHORITY
OF

NEW WINDSOR CASINO & RESORT, LLC

(Insert name of Foreign Limited Liability Company)

Under Section 802 of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

NEW WINDSOR CASINO & RESORT, LLC

If the name does not contain the required words or abbreviation pursuant to Section 204 of the Limited Liability Company Law, the following words or abbreviation is added to the name for use in this state:

(Do not complete this section unless the limited liability company's true name is not available pursuant to §204 of the Limited Liability Company Law.) The fictitious name under which the limited liability company will do business in New York is:

(The fictitious name must contain the words "Limited Liability Company" or abbreviation "LLC" or "L.L.C.")

SECOND: The jurisdiction of organization of the limited liability company is:

STATE OF DELAWARE. The date of its organization is: JUNE 25, 2014

THIRD: The county within New York state in which the office, or if more than one office, the principal office of the limited liability company is to be located is: NEW YORK COUNTY

FOURTH: 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 served against him or her is:

PO BOX 36478
GROSSE POINTE, MI 48326

FIFTH: (Check and complete the statement that applies)

The address of the office required to be maintained in the jurisdiction of its formation is:

1209 Orange Street
Wilmington, Delaware 19801

If no office is required to be maintained in the jurisdiction of its formation, the address of the principal office of the limited liability company is:

SIXTH: The foreign limited liability company is in existence in its jurisdiction of formation at the time of filing of this application.

SEVENTH: The name of the authorized officer in its jurisdiction of its formation where a copy of its articles of organization is filed is (e.g. "Secretary of State"):

DELAWARE SECRETARY OF STATE

The address for such officer is:

401 FEDERAL STREET
DOVER, DE 19901

X

(Signature)

RICHARD L. WEISZ, ESQ.

(Type or print name)

Capacity of signer (Check appropriate box):

Member

Manager

Authorized Person

Please Note: A certificate of existence or, if no such certificate is issued by the jurisdiction of formation, a certified copy of the articles of organization of the limited liability company and all subsequent amendments therefore, or if no articles of organization have been filed, a certified copy of the certificate filed as its organizational base and all amendments thereto, **must be attached** to the application for authority when submitted for filing. If such certificate or certified copy is in a foreign language, a translation in English under oath of the translator shall be attached.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW WINDSOR CASINO & RESORT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JUNE, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEW WINDSOR CASINO & RESORT, LLC" WAS FORMED ON THE TWENTY-FIFTE DAY OF JUNE, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5558745 8300

140886816

You may verify this certificate online at corp.delaware.gov/authvar.shtml



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1488447

DATE: 06-26-14

662

APPLICATION FOR AUTHORITY
OF

NEW WINDSOR CASINO & RESORT, LLC

(Insert name of Foreign Limited Liability Company)

Under Section 802 of the Limited Liability Company Law

Filed by: Robert J. McLaughlin, Esq. and Richard L. Weisz, Esq.

(Name)

c/o Hodgson Russ, LLP

(Mailing address)

677 Broadway, Albany, New York 12207

(City, State and Zip code)

FILED

JUN 27 2:46

NOTE: This form was prepared by the New York State Department of State for filing an application for authority for a foreign limited liability company to conduct business in New York State. 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 supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$250 filing fee made payable to the Department of State.

(For office use only.)

JUN 27 11:20:20

1CC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 27 2014

TAXS _____

BY: _____

RT

714

#66

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 June 27, 2014.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

Certificate of Assumed Name
 Pursuant to General Business Law §130

1. REAL NAME OF ENTITY: **NEW WINDSOR CASINO & RESORT, LLC**

1a. FICTITIOUS NAME, IF ANY, OF FOREIGN ENTITY (Not Assumed Name):

20140627061

2. FORMED OR AUTHORIZED UNDER THE FOLLOWING NEW YORK LAW (Check one):

- Business Corporation Law Limited Liability Company Law Religious Corporations Law
 Education Law Not-for-Profit Corporation Law Revised Limited Partnership Act
 Other (specify law):

3. ASSUMED NAME: **THE GRAND HUDSON RESORT AND CASINO**

4. PRINCIPAL PLACE OF BUSINESS IN NEW YORK STATE (MUST INCLUDE NUMBER AND STREET) IF NONE, CHECK THIS BOX AND PROVIDE OUT-OF-STATE ADDRESS:

Suite 1443
 30 Broad Street
 New York, New York 10004

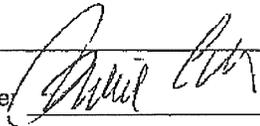
5. COUNTY(IES) IN WHICH ENTITY DOES OR INTENDS TO DO BUSINESS: ALL COUNTIES (or check applicable county(ies) below)

- | | | | | | | | |
|--|--------------------------------------|-------------------------------------|---------------------------------------|-----------------------------------|------------------------------------|--------------------------------------|--|
| <input type="checkbox"/> Albany | <input type="checkbox"/> Cattaraugus | <input type="checkbox"/> Chenango | <input type="checkbox"/> Delaware | <input type="checkbox"/> Franklin | <input type="checkbox"/> Hamilton | <input type="checkbox"/> Lewis | <input type="checkbox"/> Montgomery |
| <input type="checkbox"/> Allegany | <input type="checkbox"/> Cayuga | <input type="checkbox"/> Clinton | <input type="checkbox"/> Dutchess | <input type="checkbox"/> Fulton | <input type="checkbox"/> Herkimer | <input type="checkbox"/> Livingston | <input type="checkbox"/> Nassau |
| <input type="checkbox"/> Bronx | <input type="checkbox"/> Chautauqua | <input type="checkbox"/> Columbia | <input type="checkbox"/> Erie | <input type="checkbox"/> Greene | <input type="checkbox"/> Jefferson | <input type="checkbox"/> Madison | <input checked="" type="checkbox"/> New York |
| <input type="checkbox"/> Broome | <input type="checkbox"/> Chemung | <input type="checkbox"/> Cortland | <input type="checkbox"/> Essex | <input type="checkbox"/> Genesee | <input type="checkbox"/> Kings | <input type="checkbox"/> Monroe | <input type="checkbox"/> Niagara |
| <input type="checkbox"/> Oneida | <input type="checkbox"/> Orleans | <input type="checkbox"/> Queens | <input type="checkbox"/> St. Lawrence | <input type="checkbox"/> Schuyler | <input type="checkbox"/> Steuben | <input type="checkbox"/> Warren | <input type="checkbox"/> Wyoming |
| <input type="checkbox"/> Onondaga | <input type="checkbox"/> Oswego | <input type="checkbox"/> Rensselaer | <input type="checkbox"/> Saratoga | <input type="checkbox"/> Seneca | <input type="checkbox"/> Suffolk | <input type="checkbox"/> Washington | <input type="checkbox"/> Yates |
| <input type="checkbox"/> Ontario | <input type="checkbox"/> Otsego | <input type="checkbox"/> Richmond | <input type="checkbox"/> Schenectady | <input type="checkbox"/> Tompkins | <input type="checkbox"/> Sullivan | <input type="checkbox"/> Wayne | |
| <input checked="" type="checkbox"/> Orange | <input type="checkbox"/> Putnam | <input type="checkbox"/> Rockland | <input type="checkbox"/> Schoharie | <input type="checkbox"/> Ulster | <input type="checkbox"/> Tioga | <input type="checkbox"/> Westchester | |

6. ADDRESS OF EACH LOCATION, INCLUDING NUMBER AND STREET, IF ANY, OF EACH PLACE WHERE THE ENTITY CARRIES ON, CONDUCTS OR TRANSACTS BUSINESS IN NEW YORK STATE. Use page 2 if needed. The address(es) must be a number and street, city state and zip code. The address(es) reflected in paragraph 6 must be within the county(ies) indicated in paragraph 5. If none, check the box: No New York State Business Location

Suite 1443, 30 Broad Street, New York, New York 10004

Name of Signer: **RICHARD L. WEISZ, ESQ.**

Signature: 

- Capacity of Signer (Check one): Officer of the Corporation General Partner of the Limited Partnership
 Member of the Limited Liability Company Manager of the Limited Liability Company
 Authorized Person

**STATE OF NEW YORK
 DEPARTMENT OF STATE**

Filer: Name: **Robert J. McLaughlin, Esq. and Richard L. Weisz, Esq.**

Mailing Address: **c/o Hodgson Russ LLP**

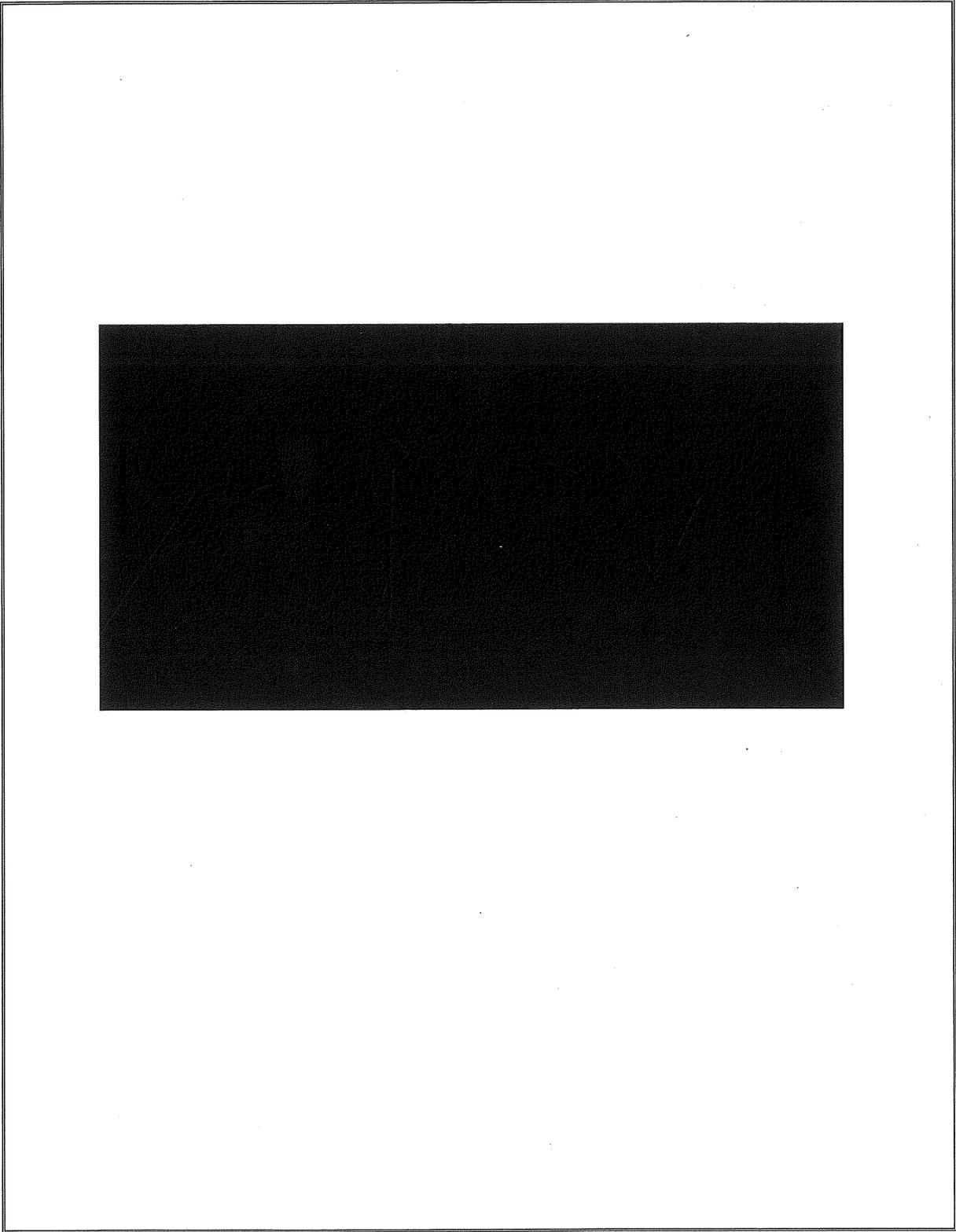
City, State and Zip Code: **677 Broadway, Albany, NY 12207**

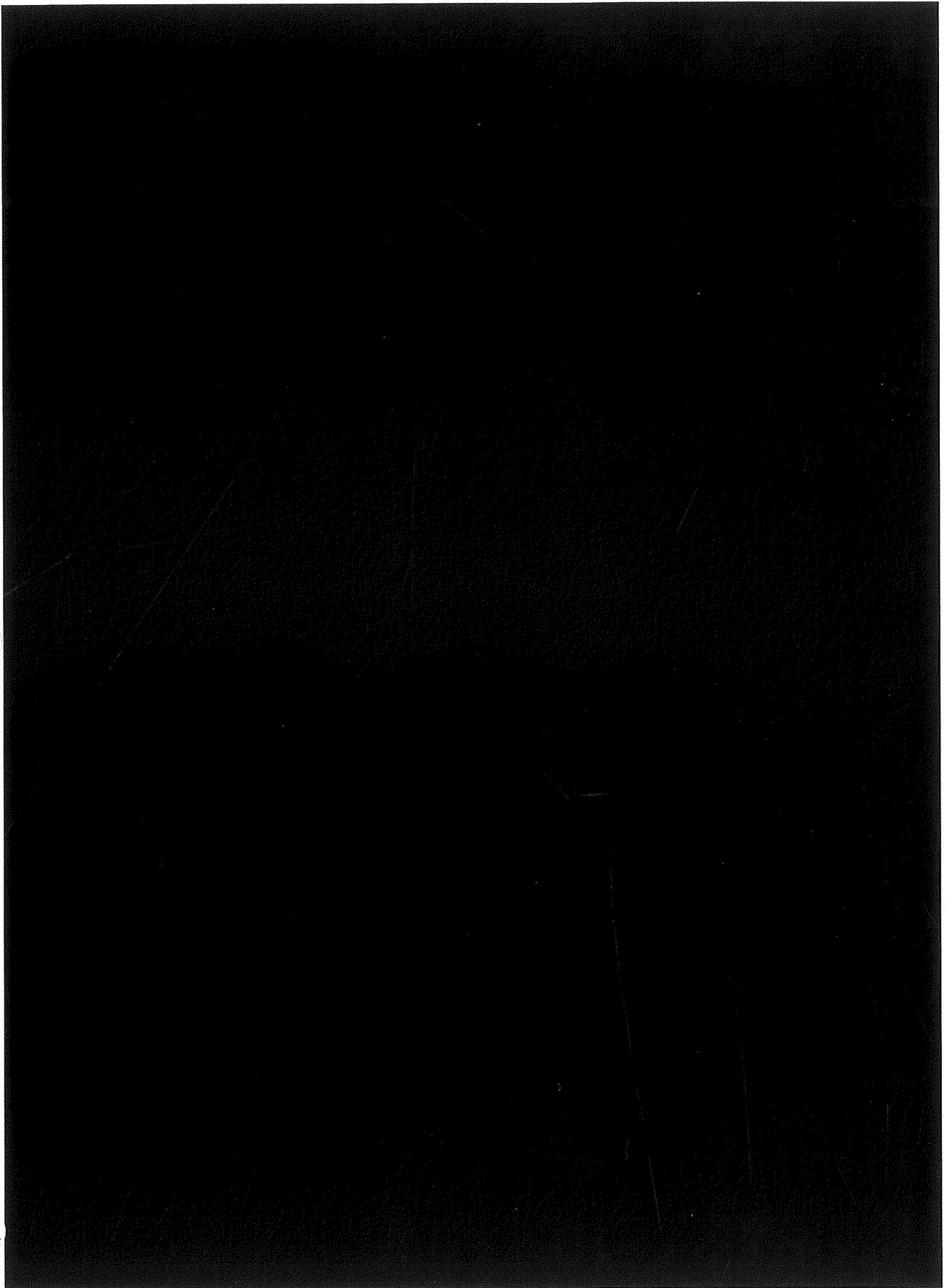
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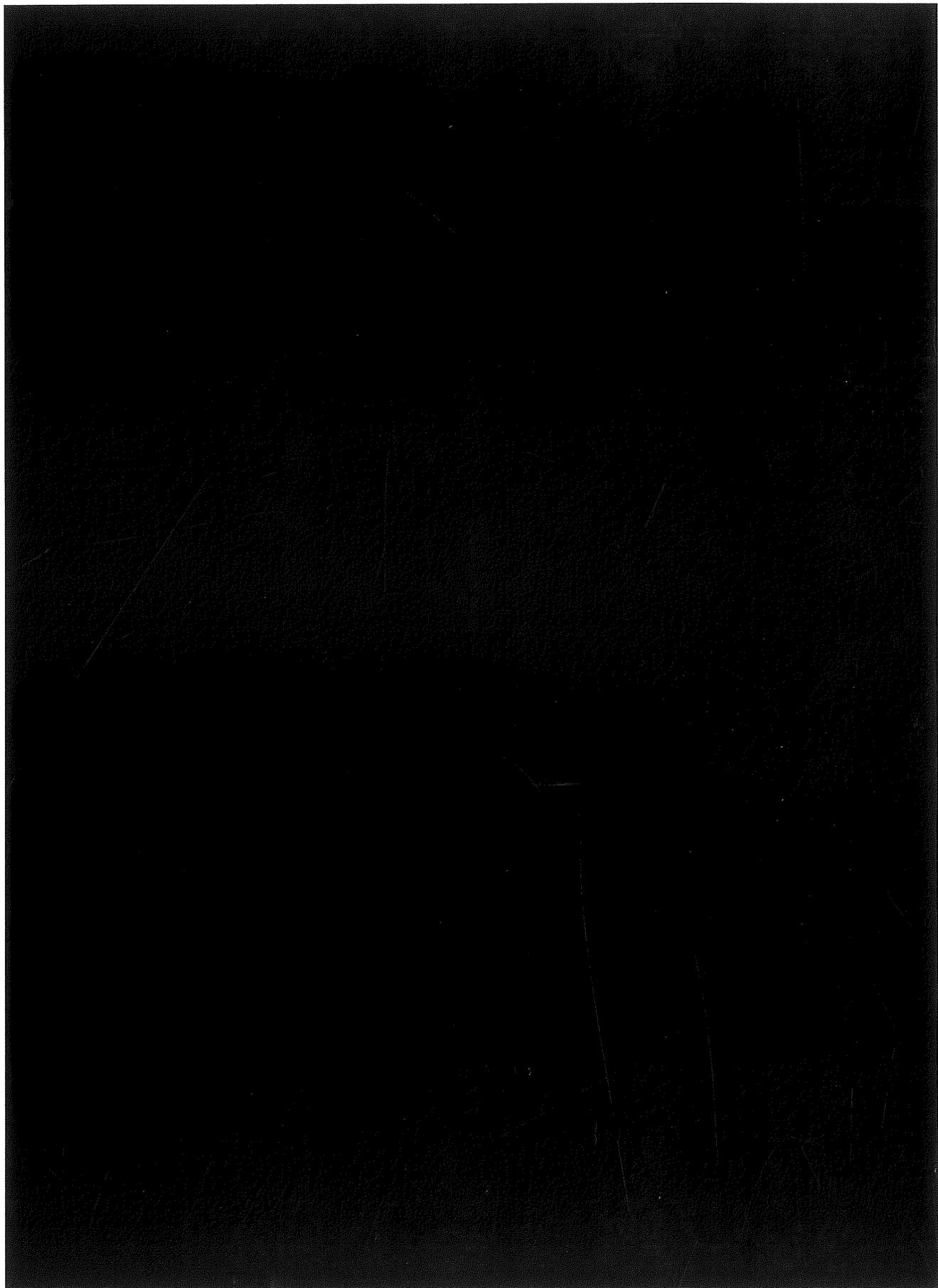
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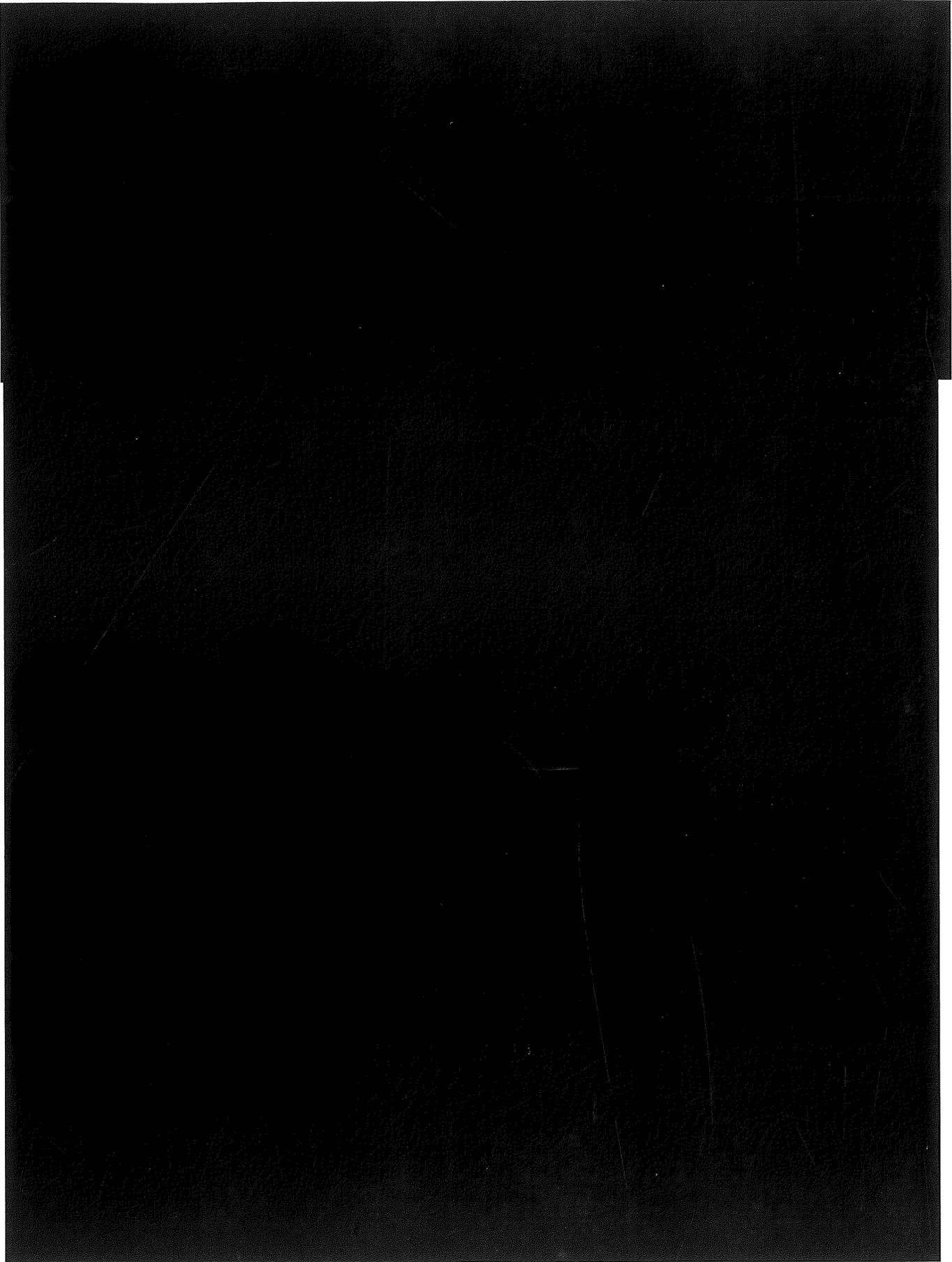
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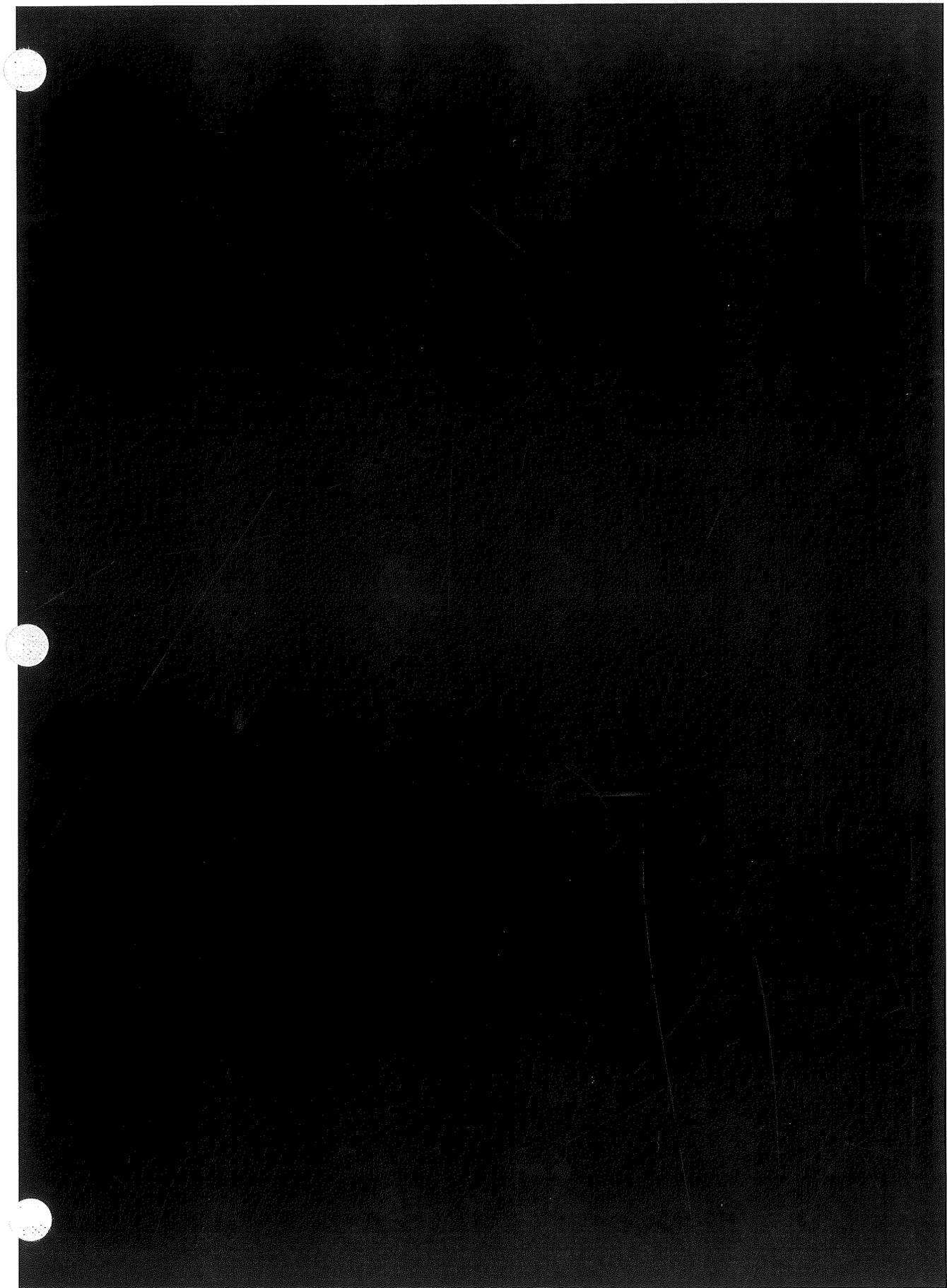
NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. All documents should be prepared under the guidance of an attorney. The certificate must be submitted with a \$25 fee. For corporations, the Department of State also collects the following, additional, county clerk fees for each county in which a corporation does or intends to do business as indicated in paragraph 5: \$100 for each county within New York City (Bronx, Kings, New York, Queens and Richmond) and \$25 for each county outside New York City. All checks over \$500 must be certified.







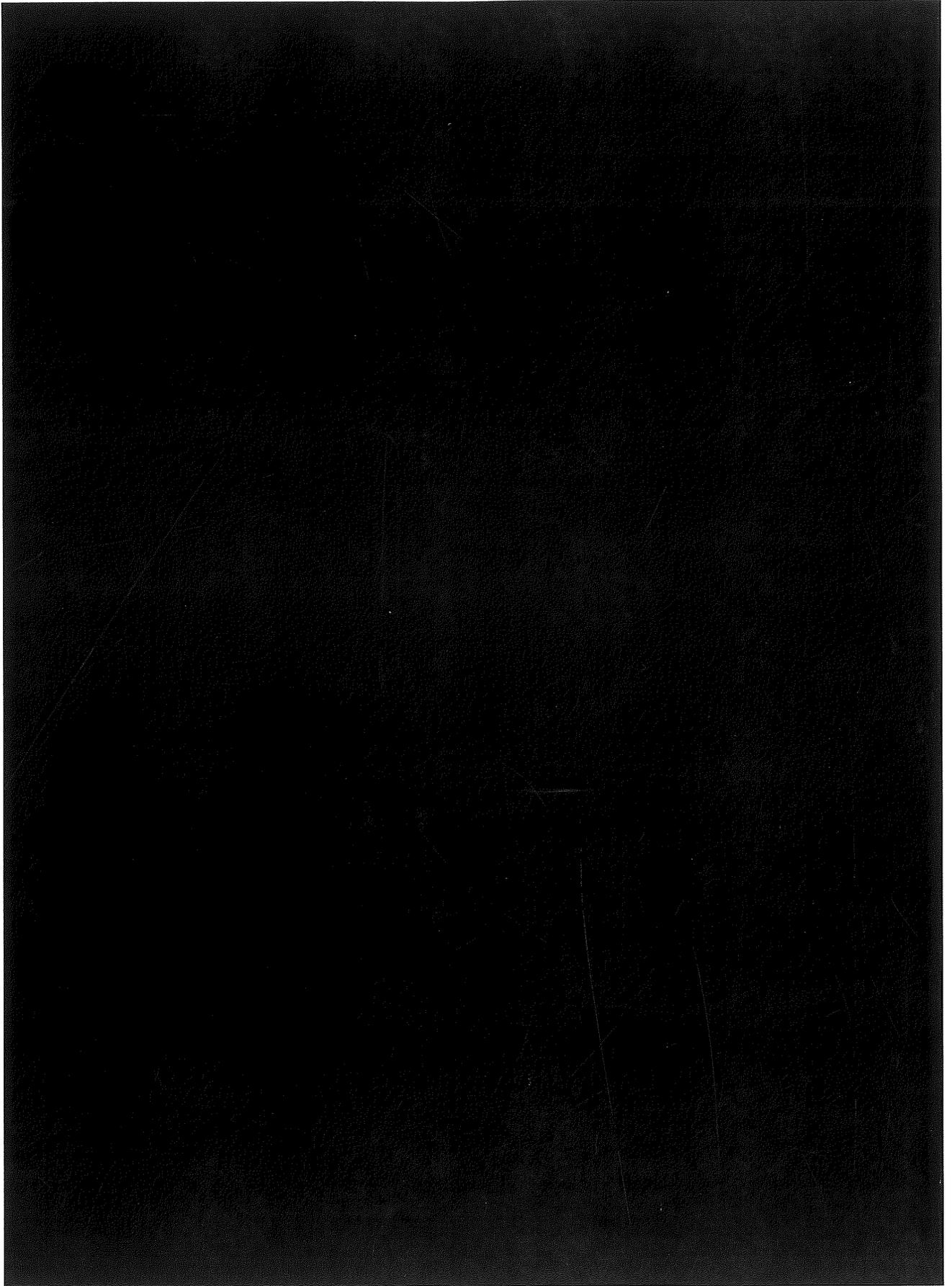






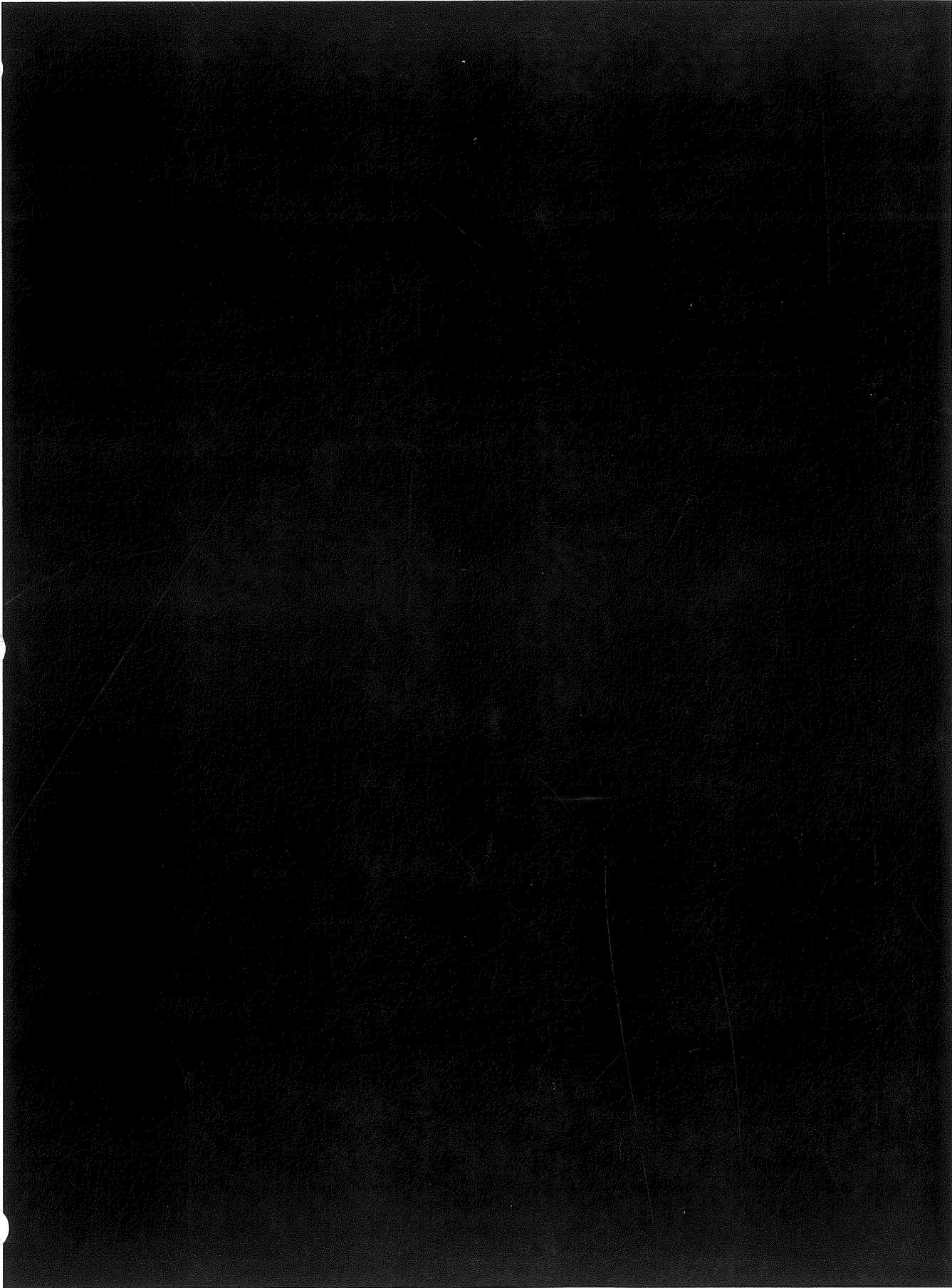


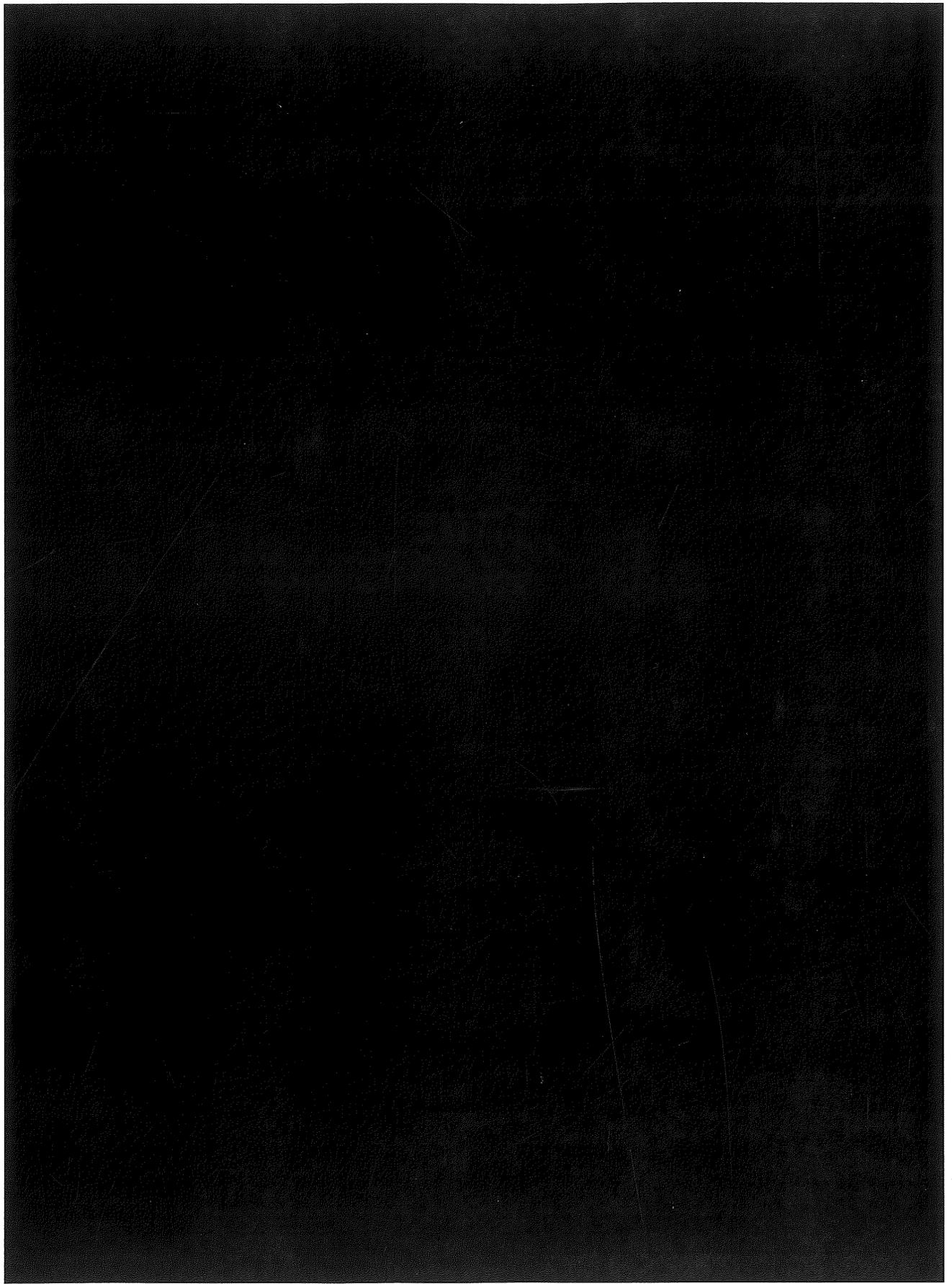


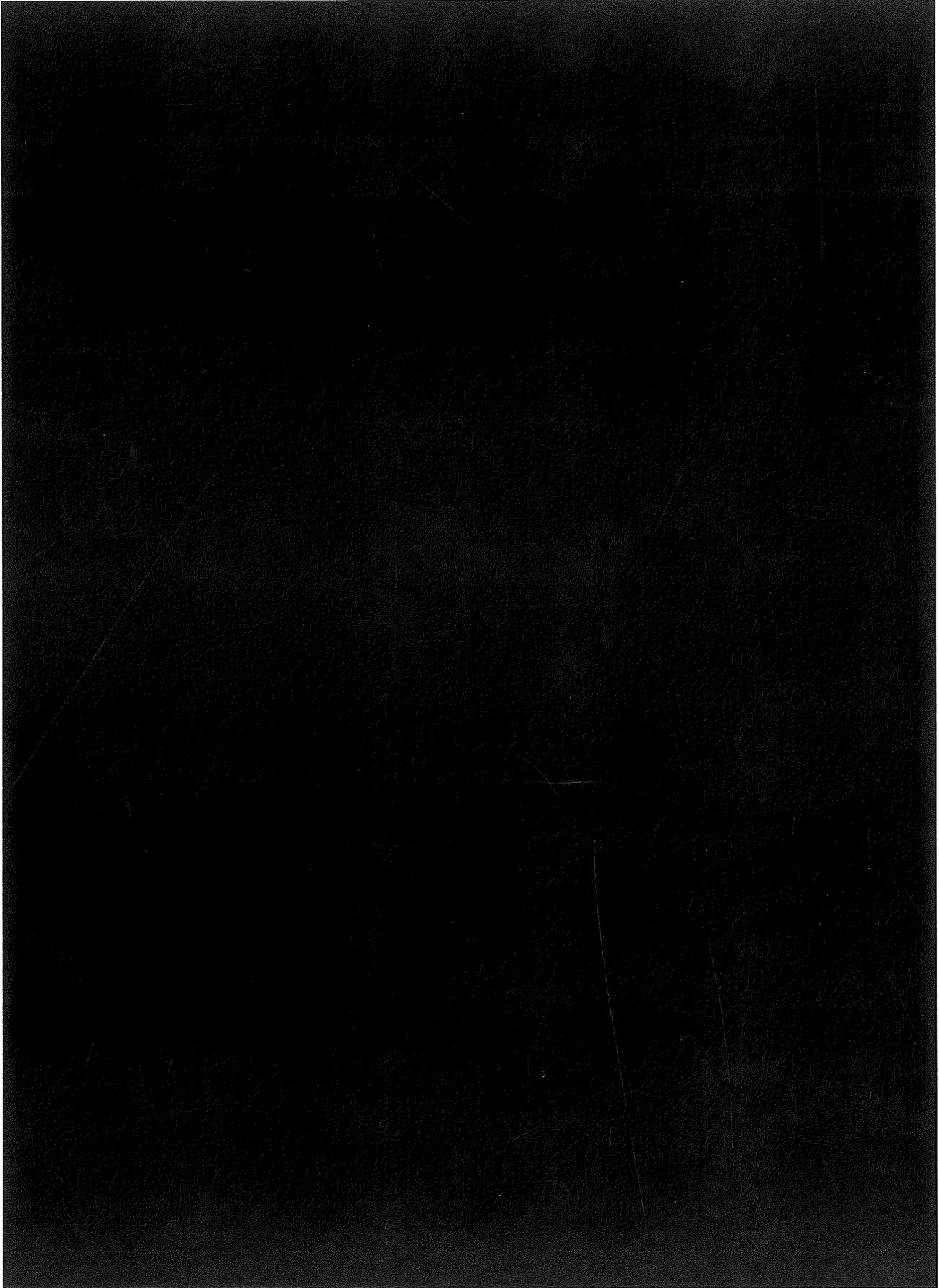


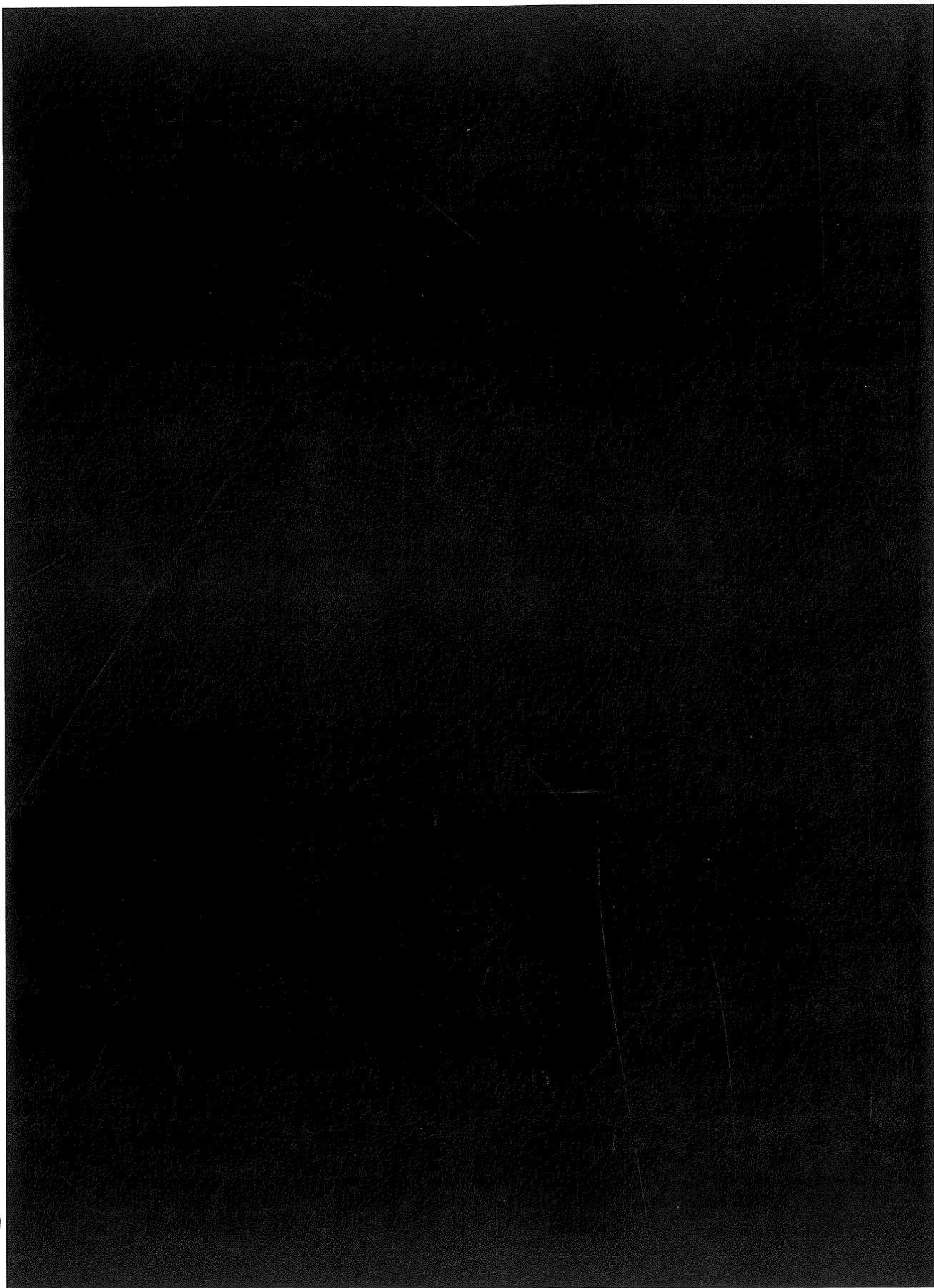




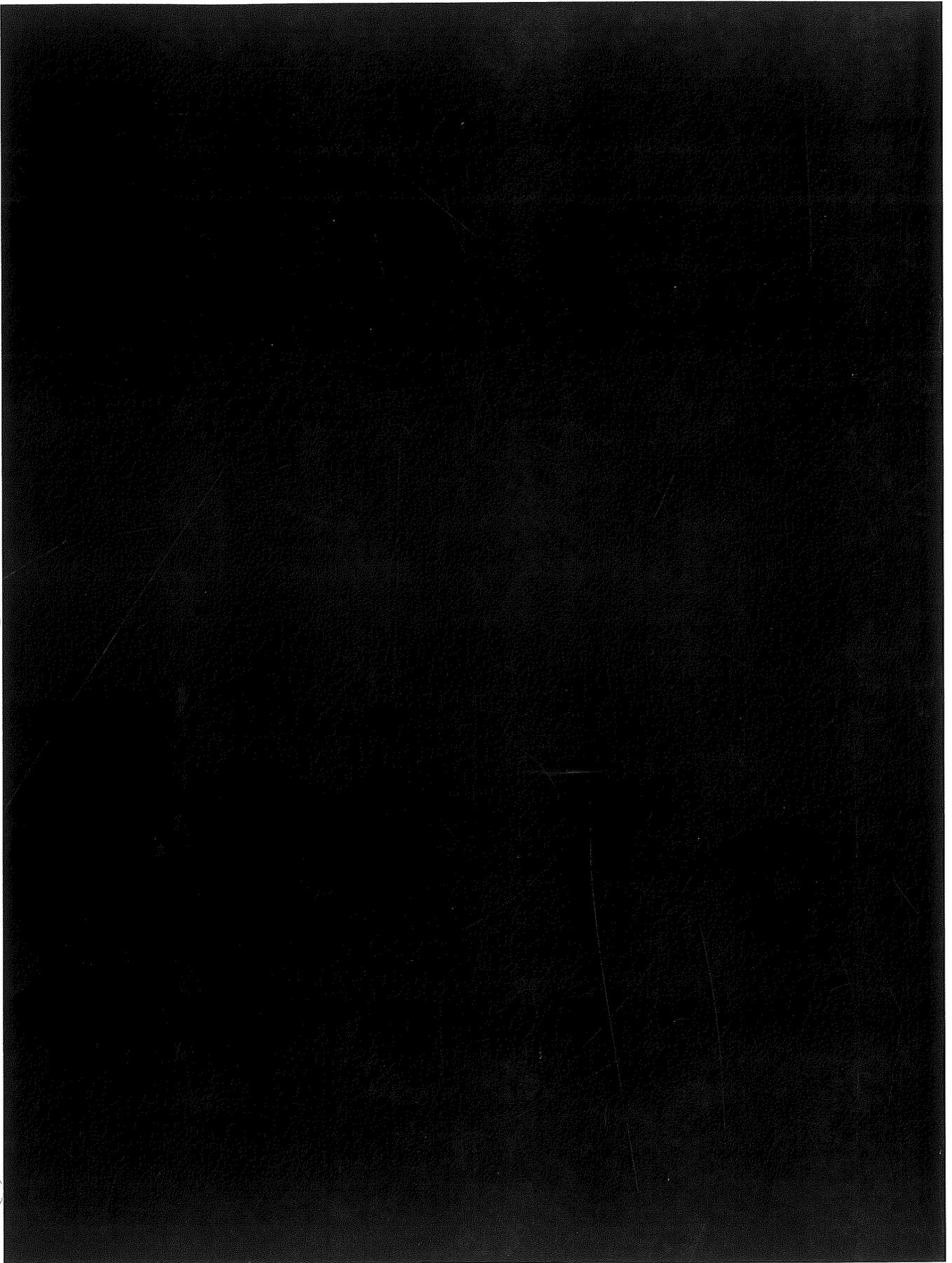


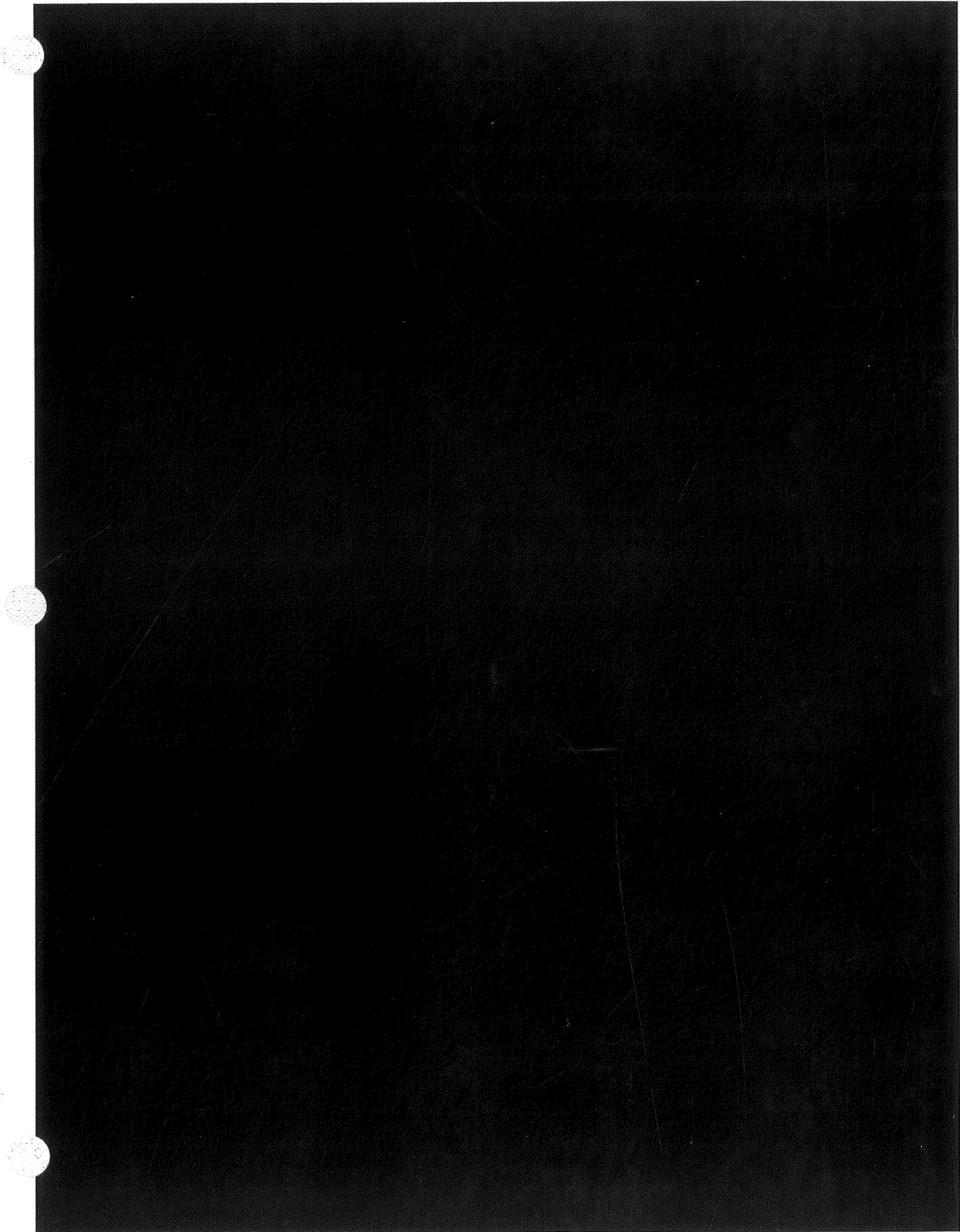


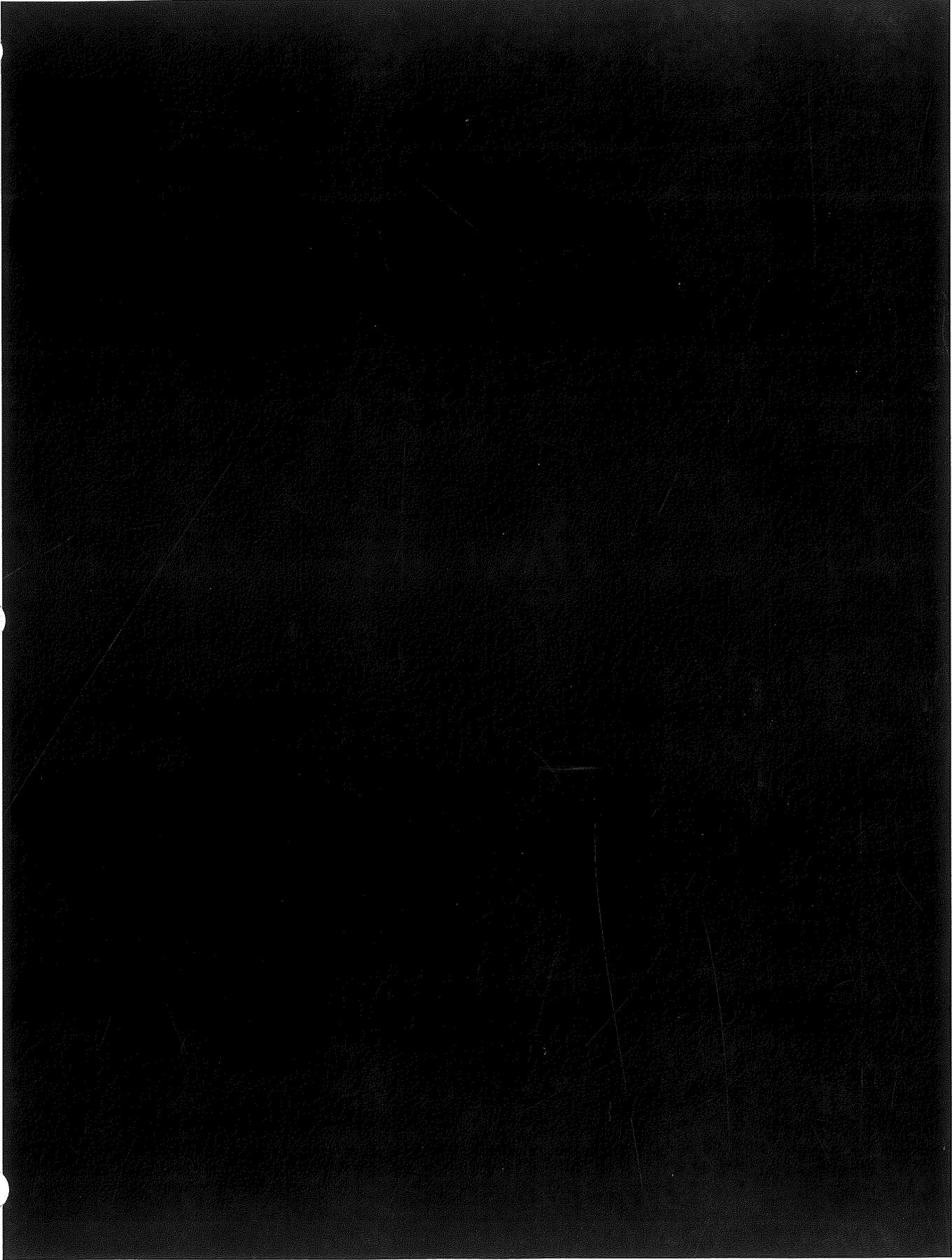




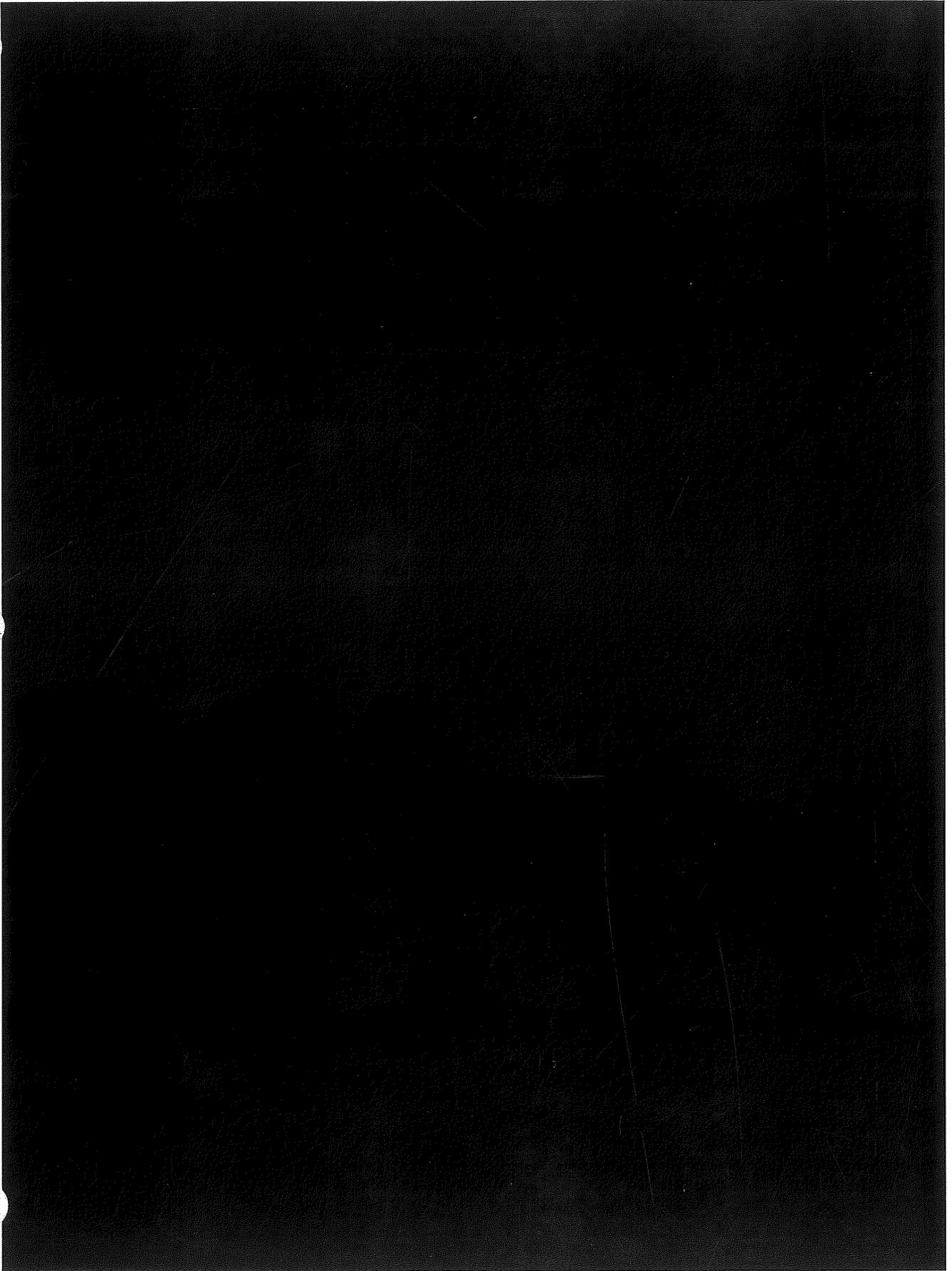


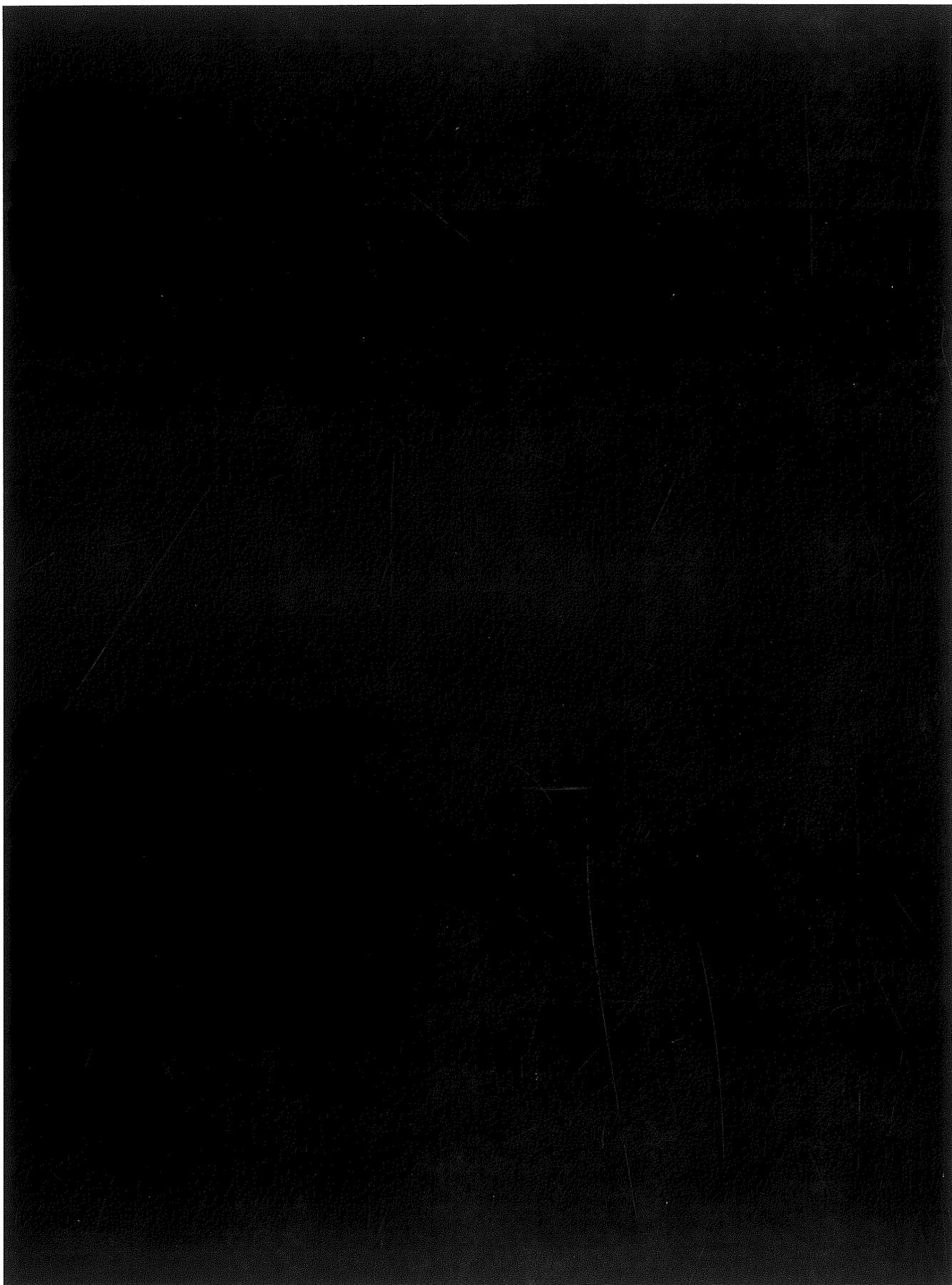


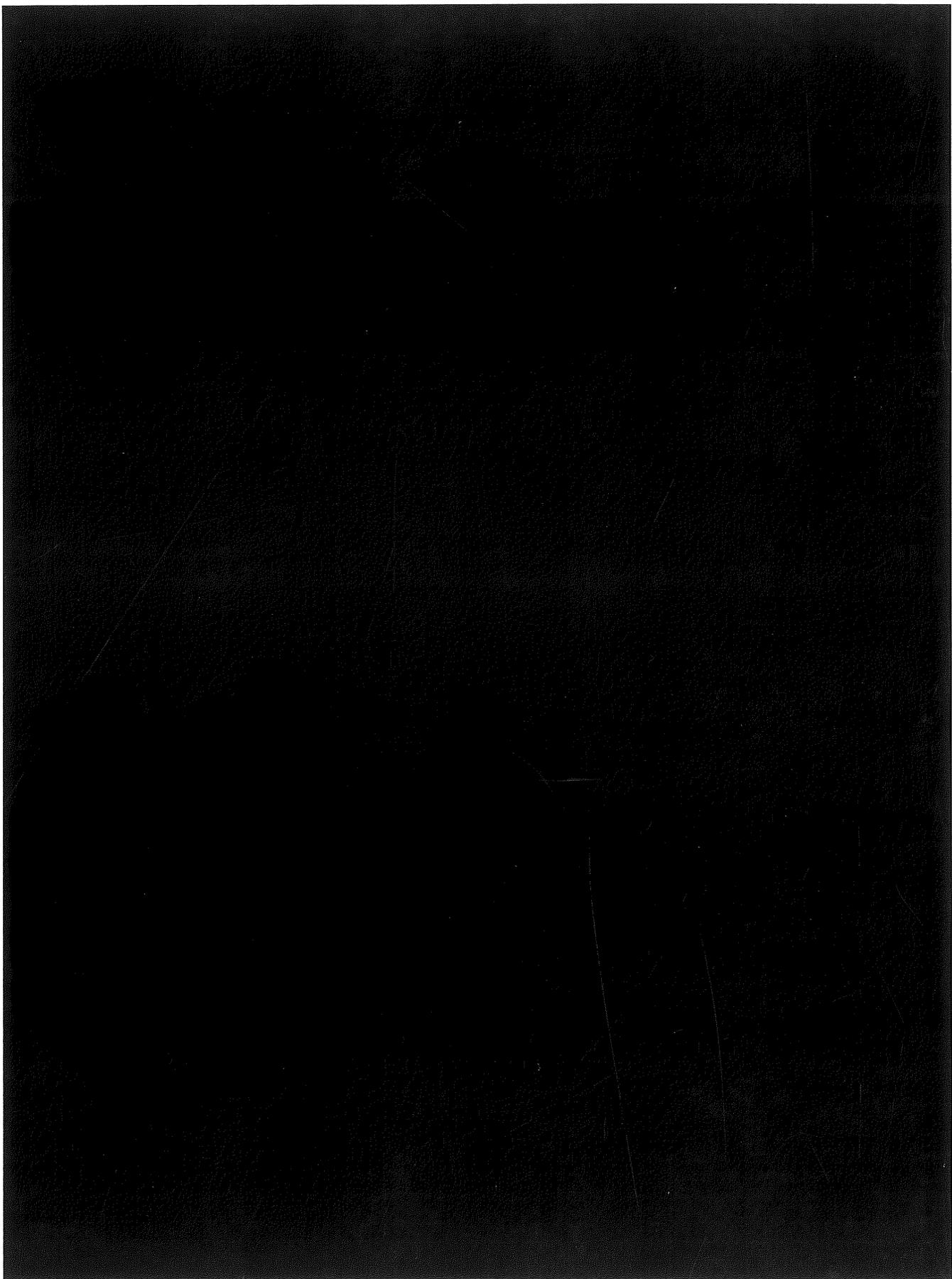


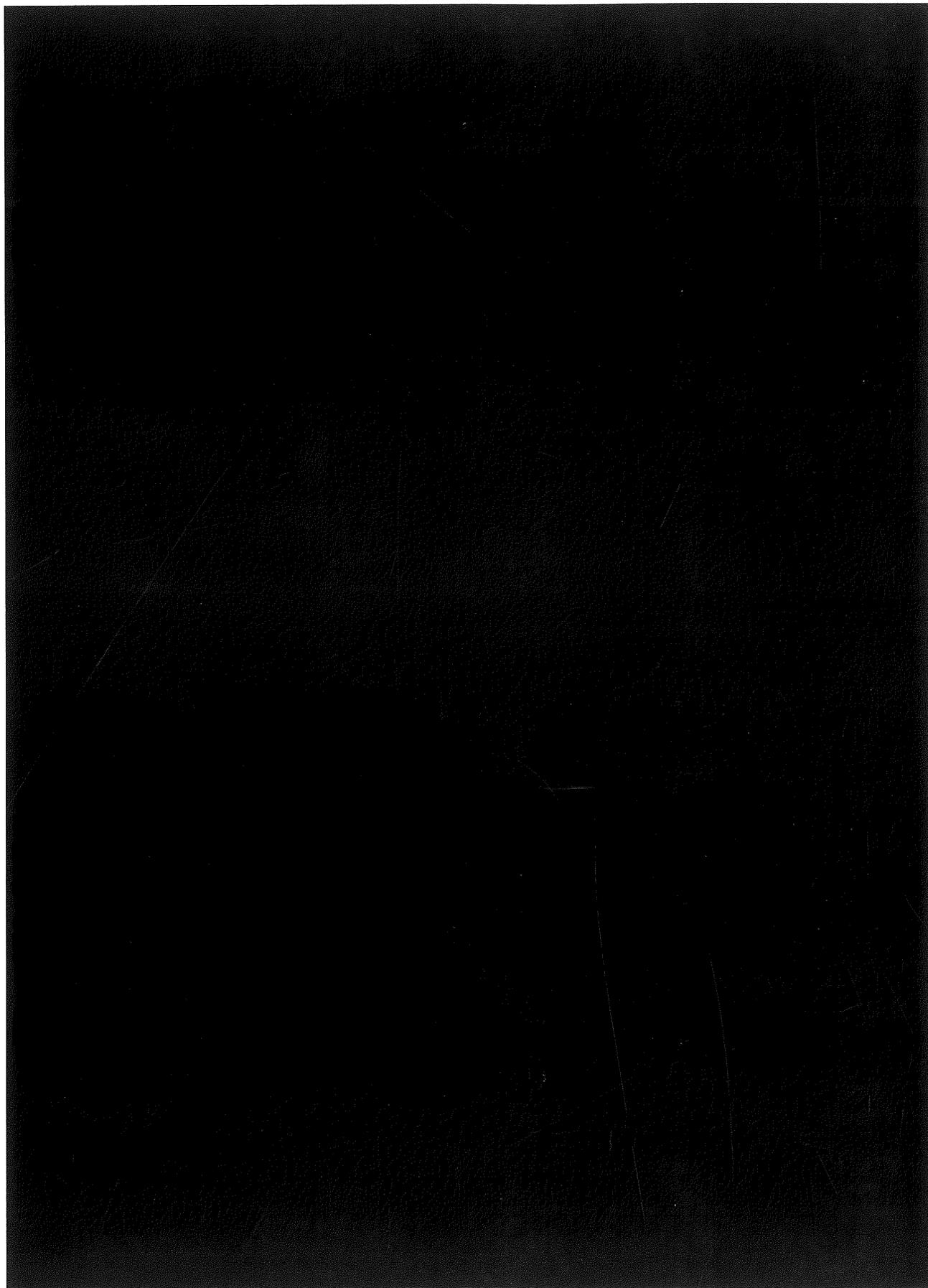


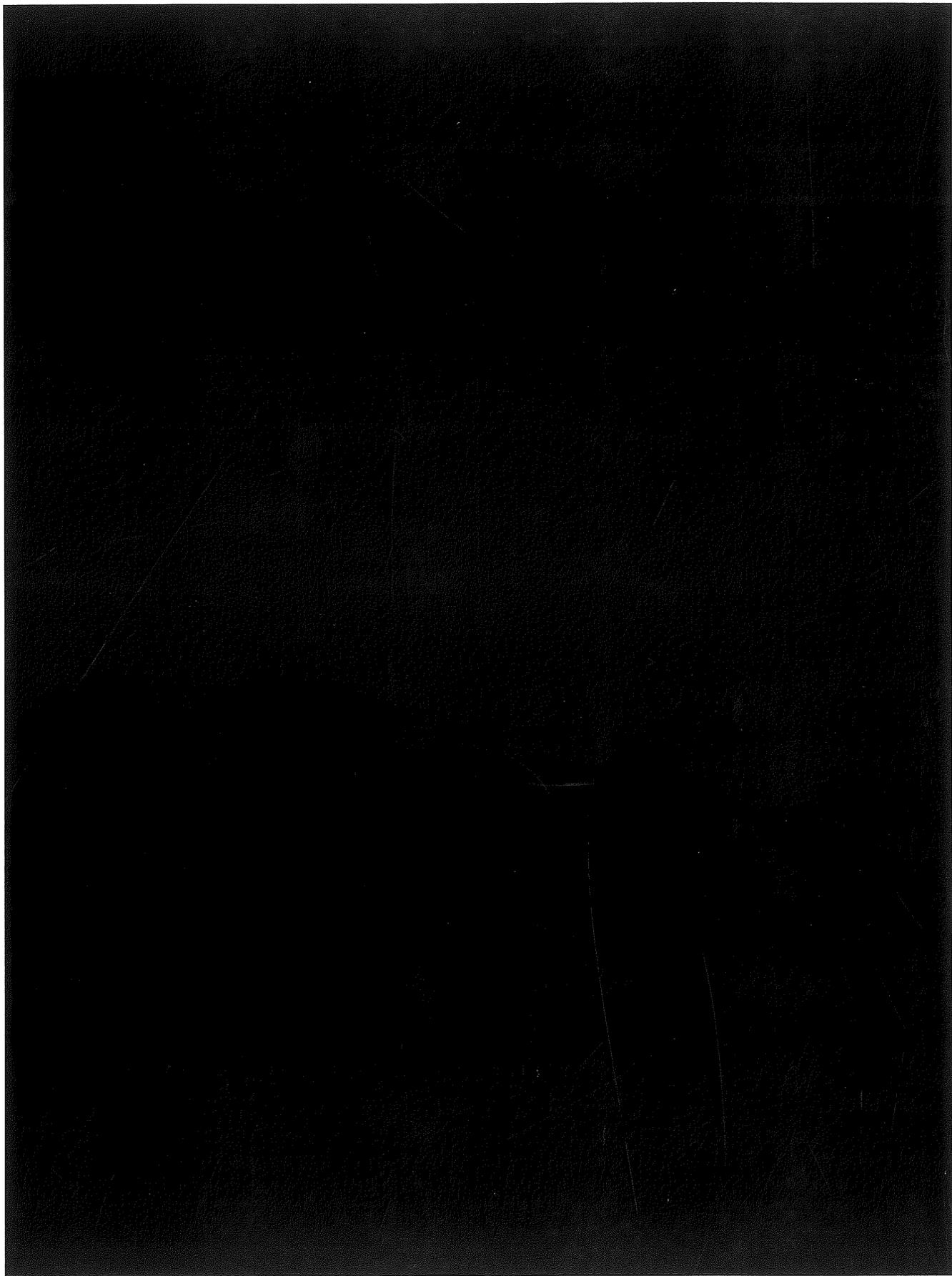


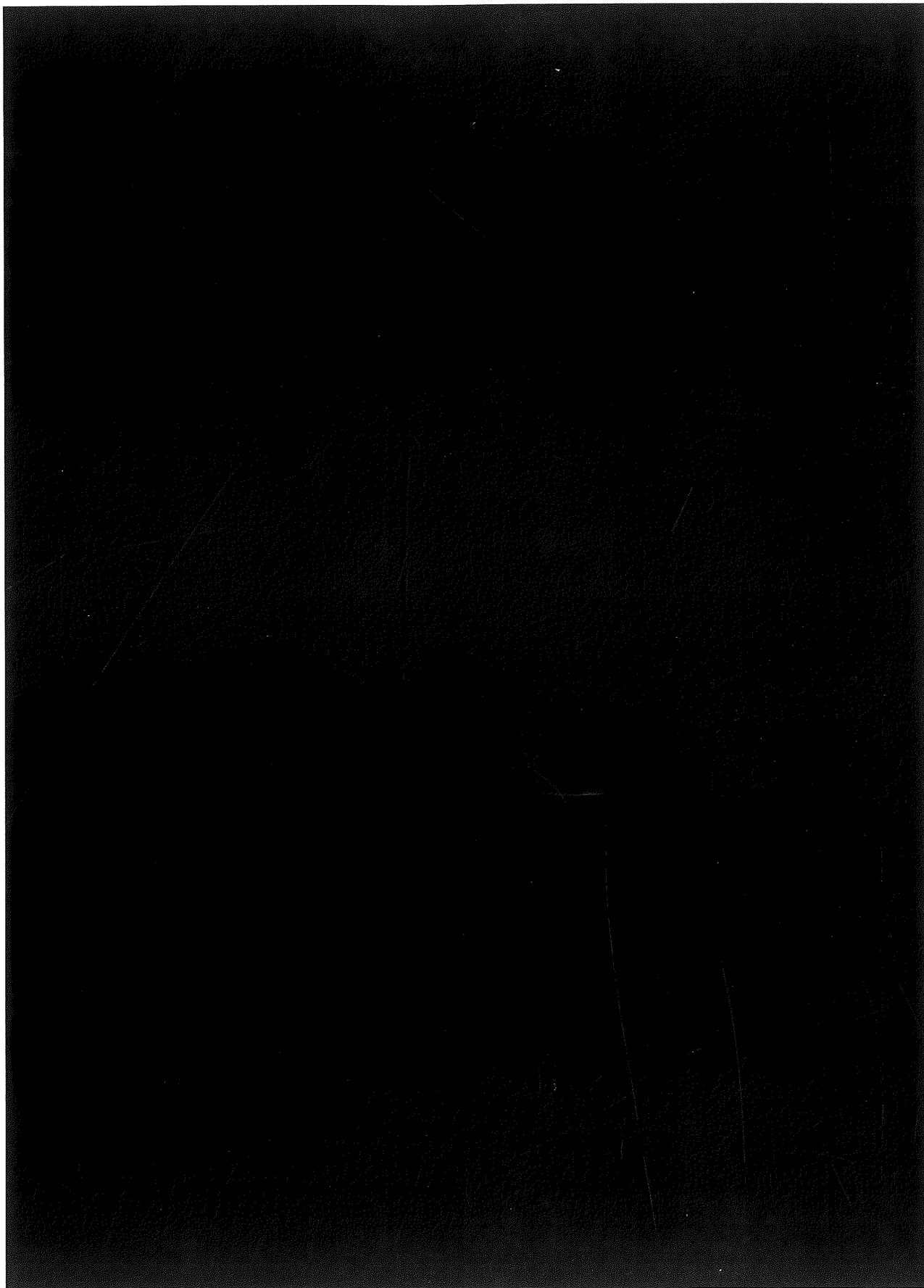




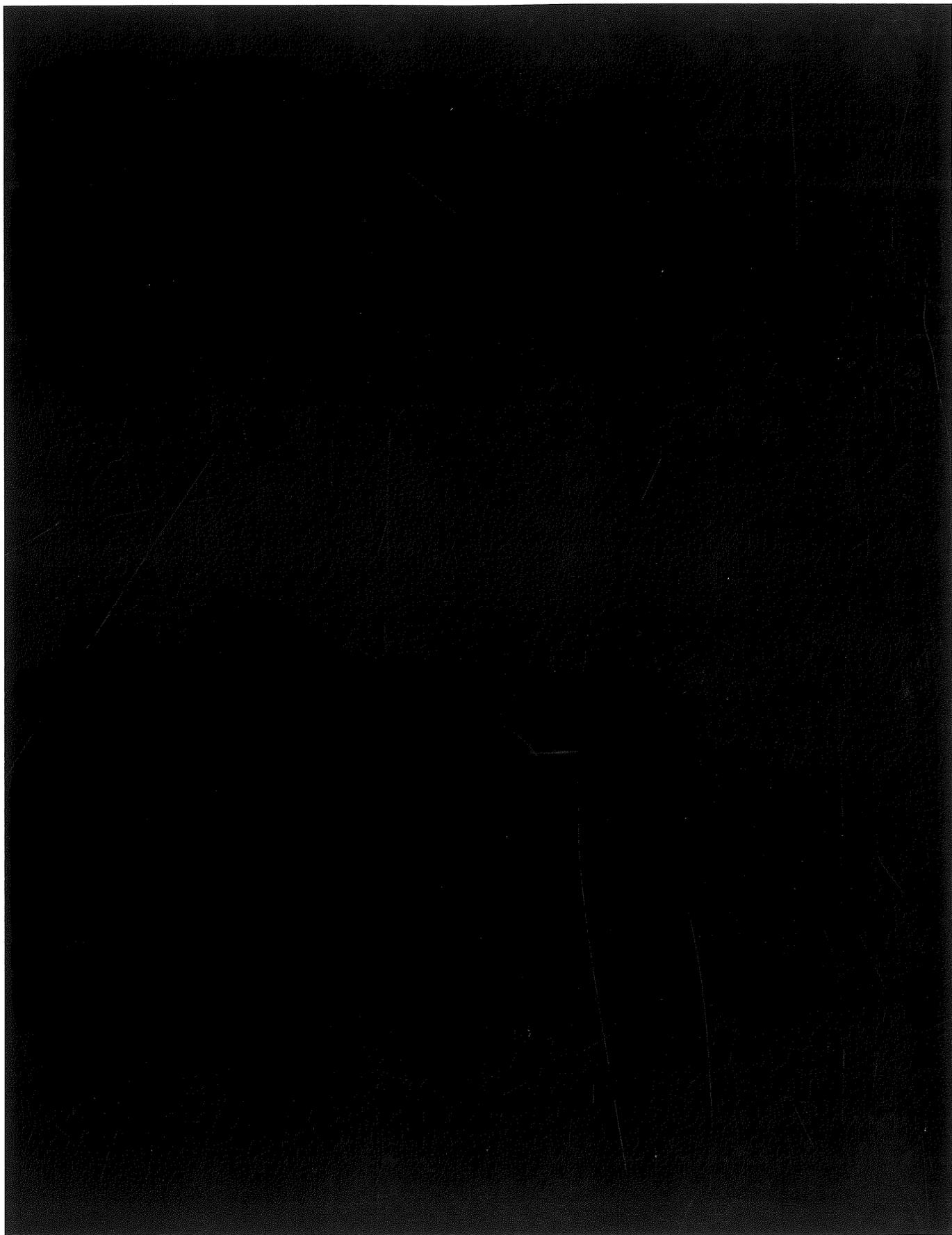




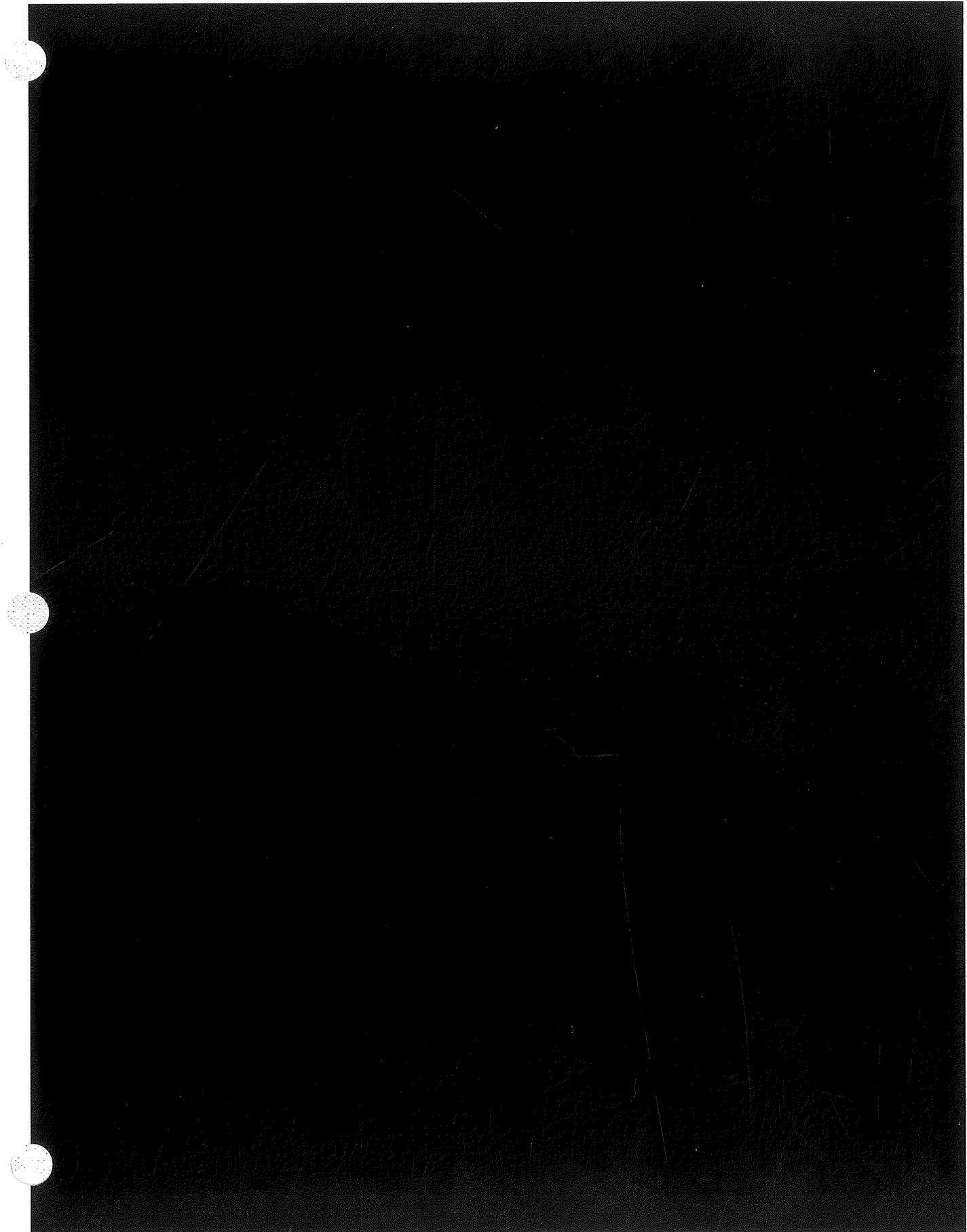


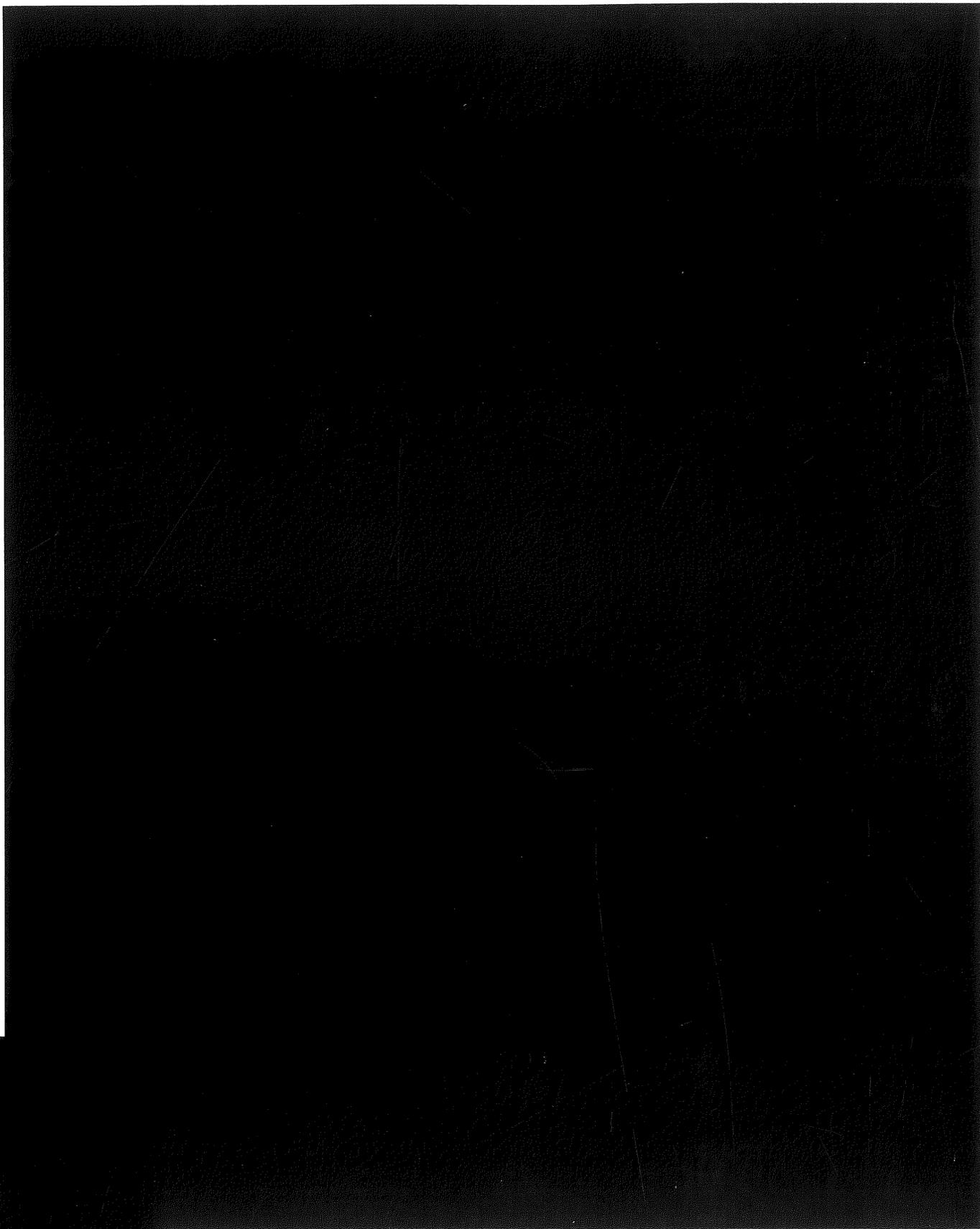


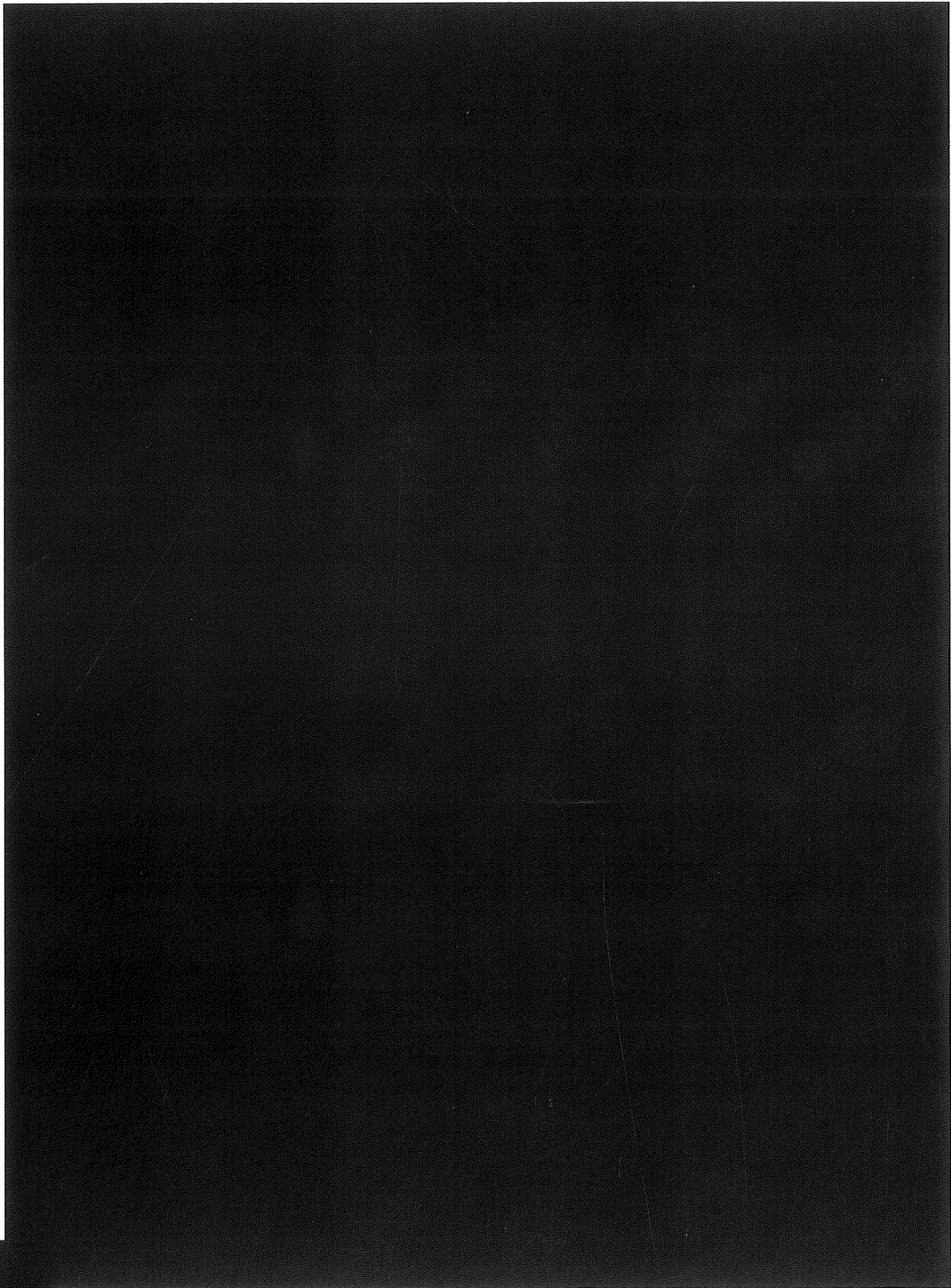




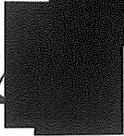


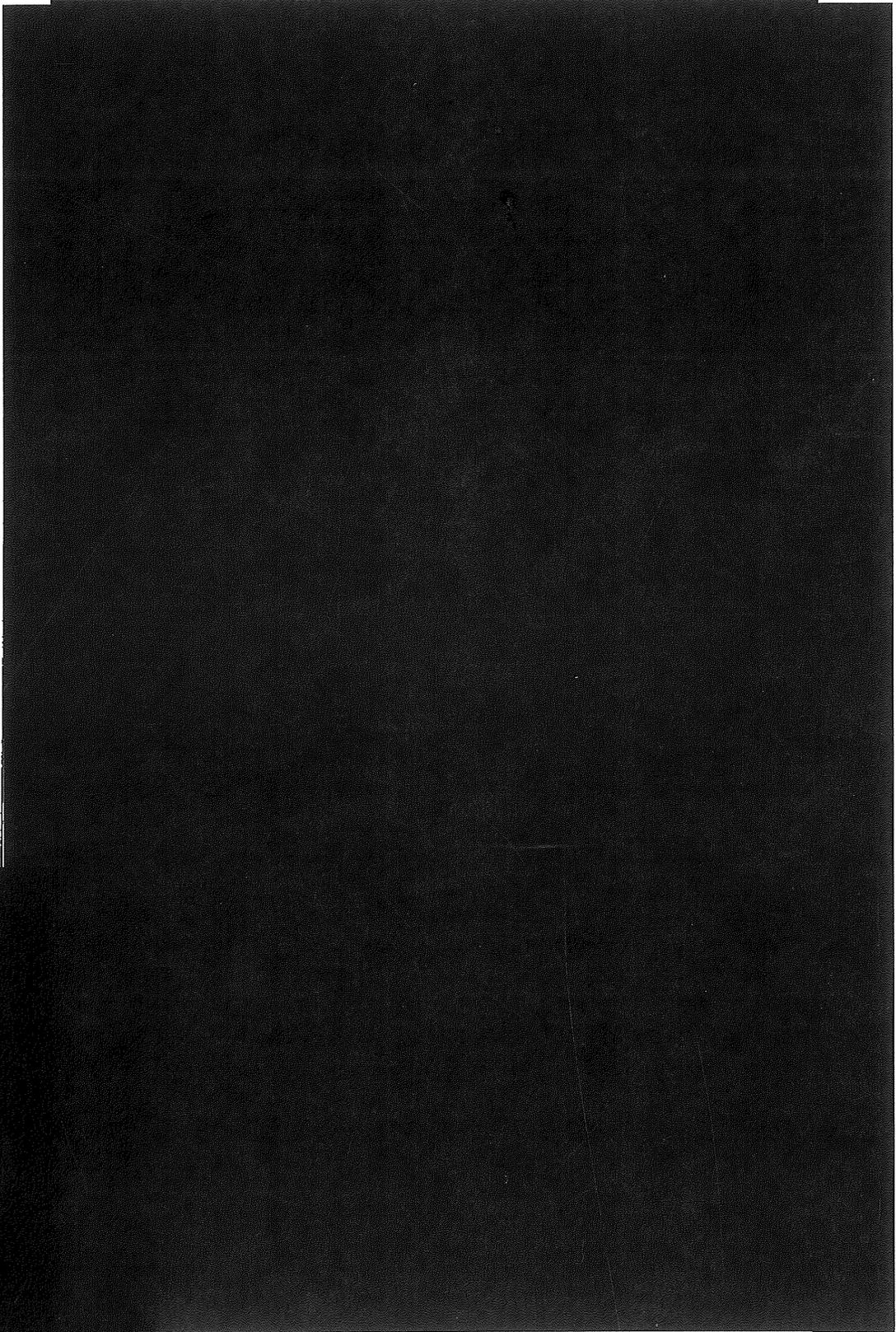


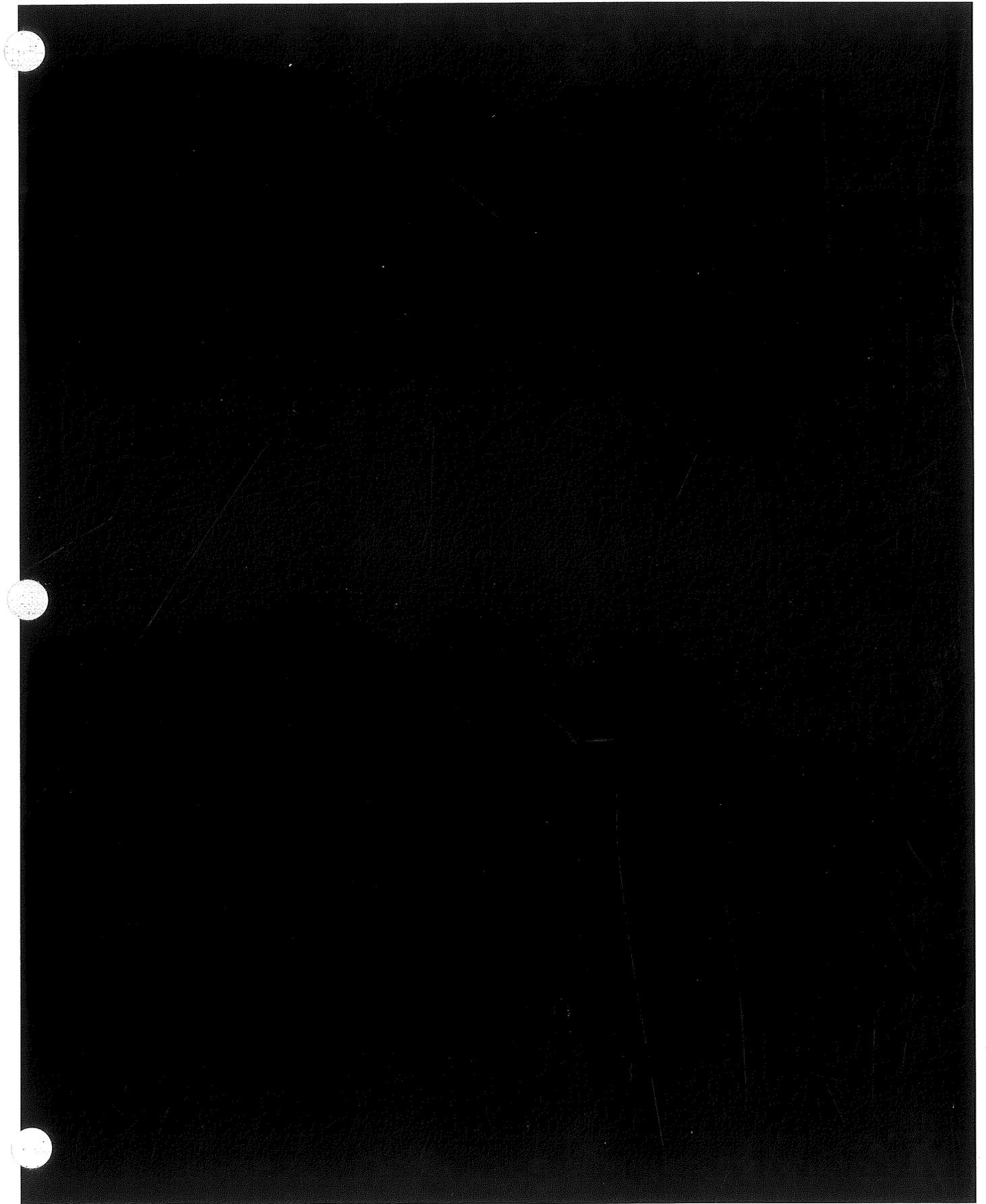


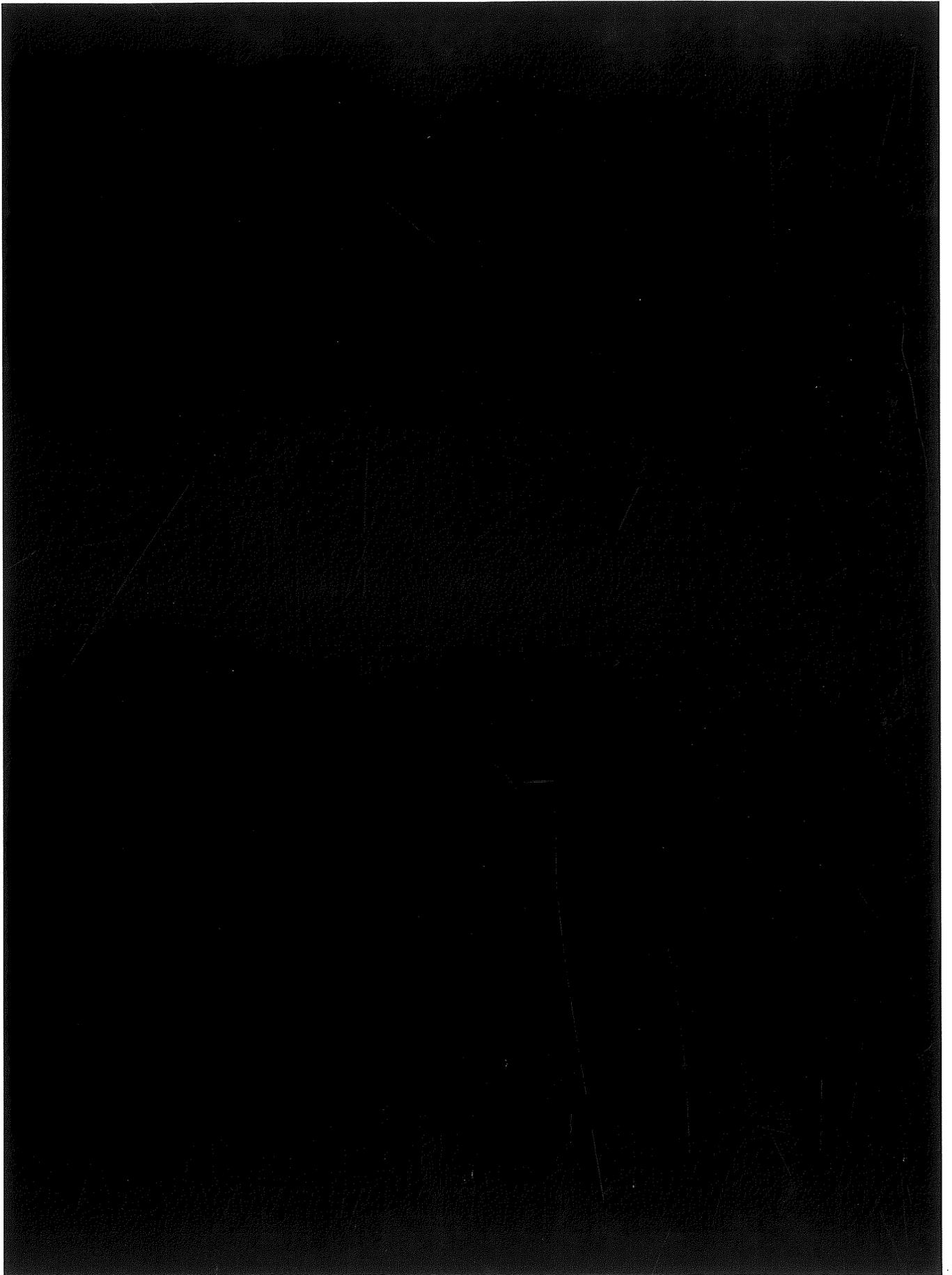


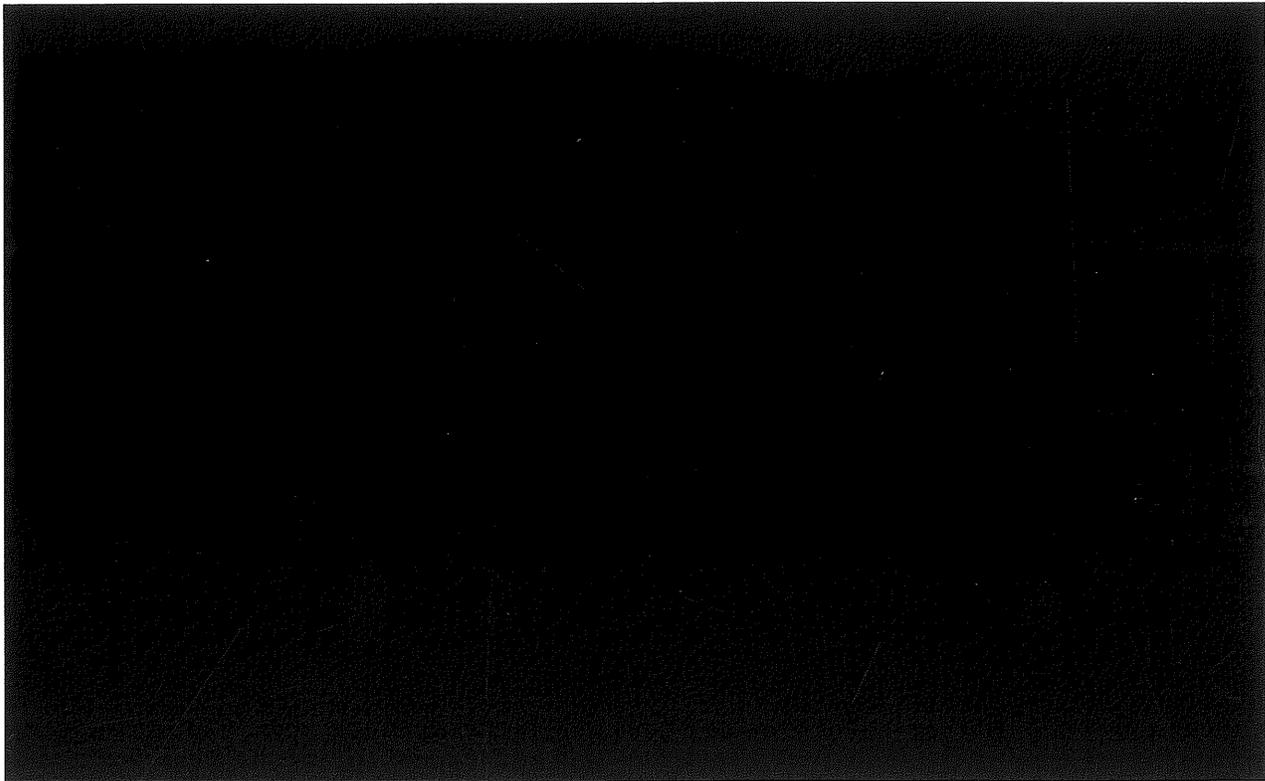




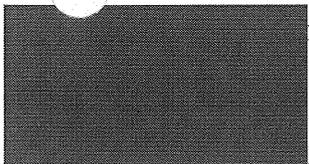






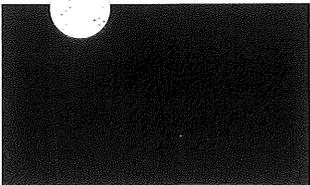


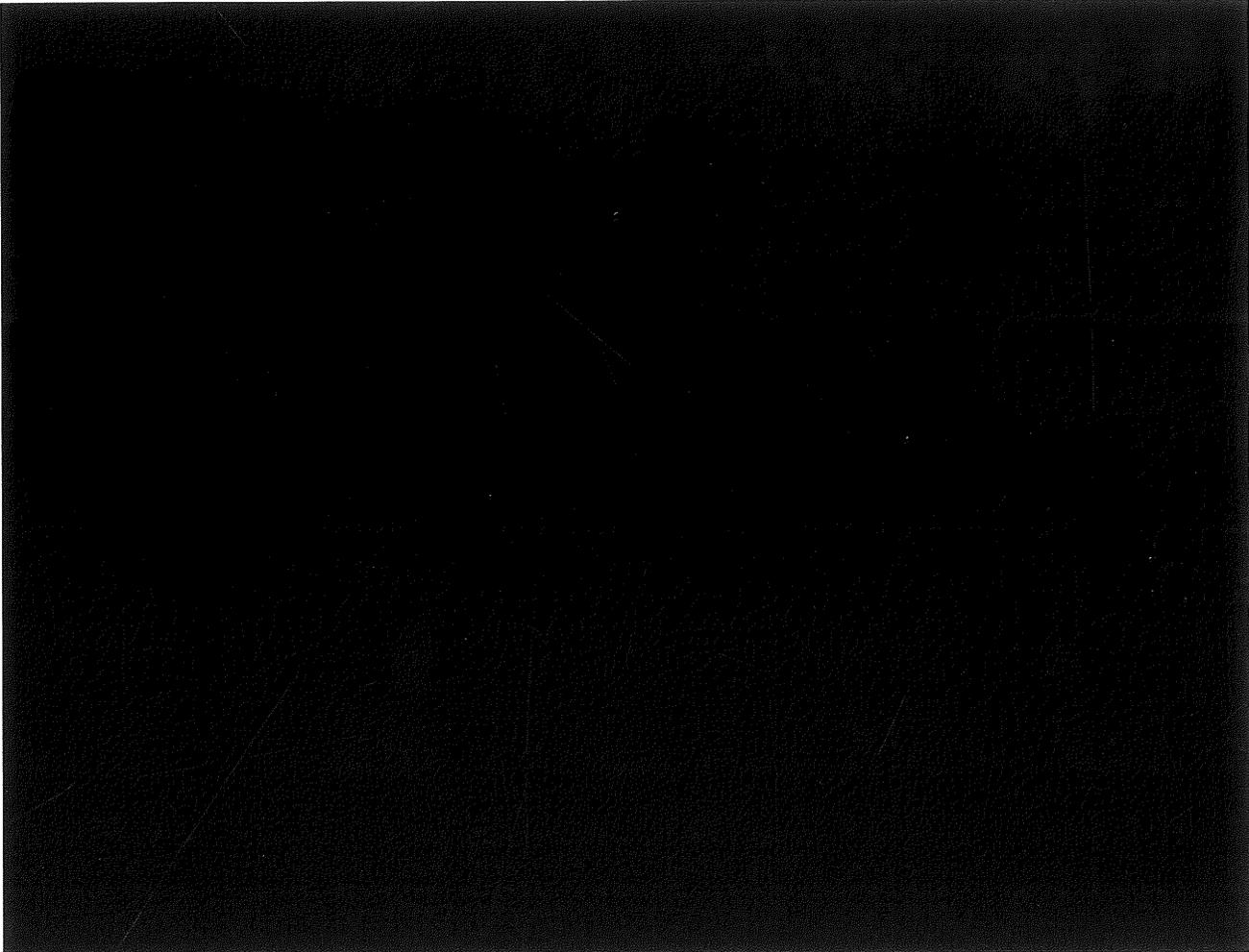
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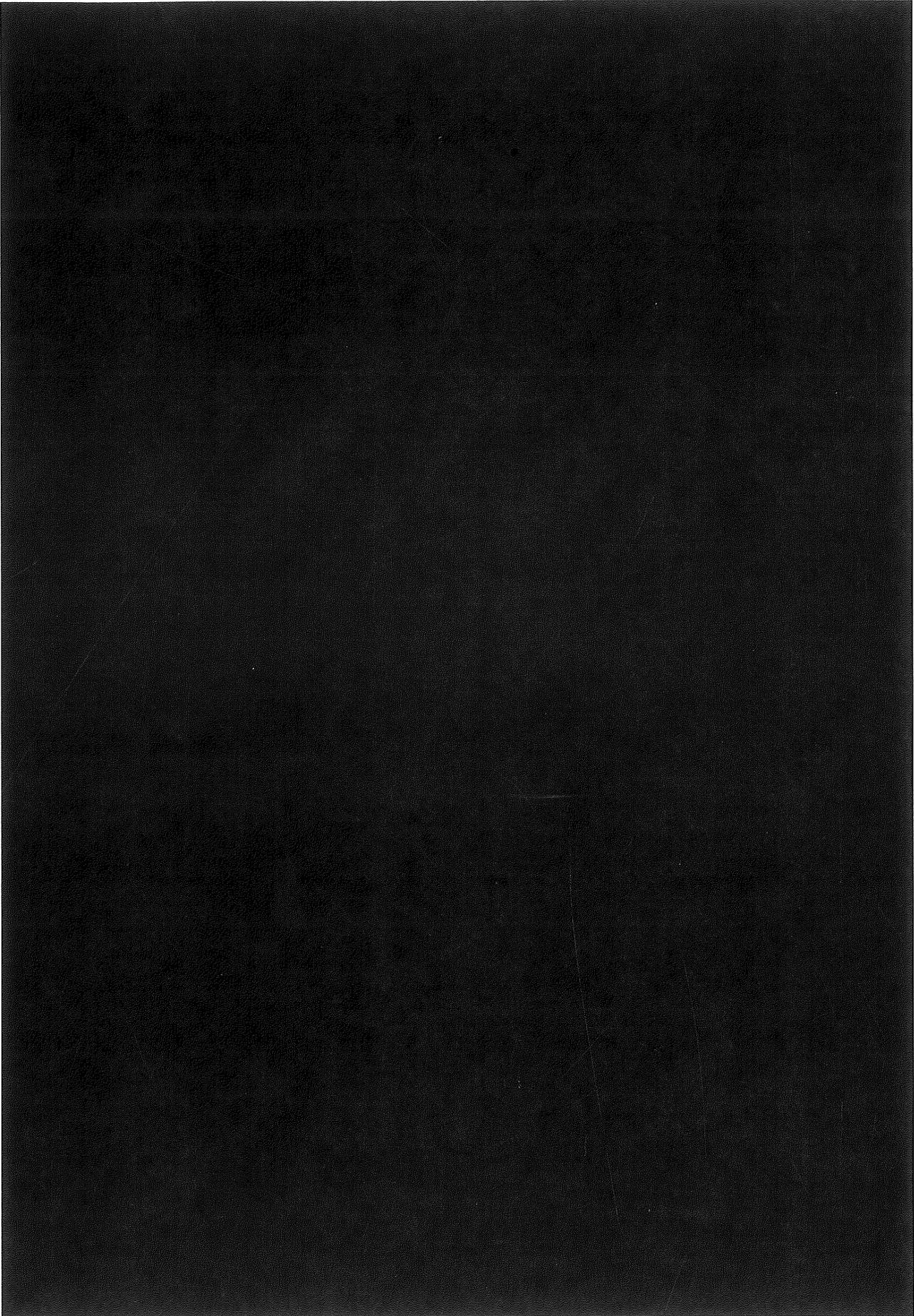




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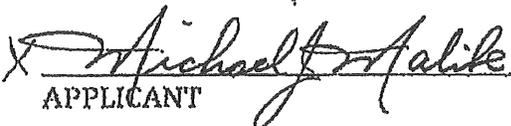


2017640\5



ATTACHMENT 1: AFFIRMATION

I MICHAEL J. MALIK, SR., on behalf of NEW WINDSOR CASINO & RESORT, LLC, hereby affirm under the penalty of perjury and subject to Section 210.10 of New York Penal Law, (Perjury in the Second Degree, a class E felony), that the information contained in this RFA Application and all materials accompanying said Application are true and accurate to the best of my knowledge and understanding; that I have reviewed the information contained in the RFA Application for accuracy; that I read and understand the questions and responses on the RFA Application; that any document accompanying this RFA Application that is not an original document is a true copy of the original document; that I have read and understood all applicable provisions of PML Sections 1317 and 1318; that the Applicant agrees to all terms, conditions, and obligations made applicable to all Applicants for a Gaming Facility license; that in the event that the Applicant is awarded a Gaming Facility license it agrees to all obligations, terms, and conditions imposed upon a successful Applicant; and that I am authorized to submit this Application on behalf of the Applicant.


APPLICANT

REPRESENTATIVE SIGNATURE

ATTACHMENT 1: AFFIRMATION

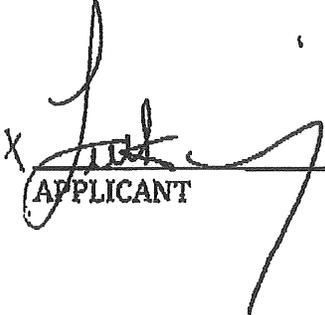
I, MICHAEL J. MALIK, SR. on behalf of NEW WINDSOR DEVELOPER, LLC, hereby affirm under the penalty of perjury and subject to Section 210.10 of New York Penal Law, (Perjury in the Second Degree, a class E felony), that the information contained in this RFA Application and all materials accompanying said Application are true and accurate to the best of my knowledge and understanding; that I have reviewed the information contained in the RFA Application for accuracy; that I read and understand the questions and responses on the RFA Application; that any document accompanying this RFA Application that is not an original document is a true copy of the original document; that I have read and understood all applicable provisions of PML Sections 1317 and 1318; that the Applicant agrees to all terms, conditions, and obligations made applicable to all Applicants for a Gaming Facility license; that in the event that the Applicant is awarded a Gaming Facility license it agrees to all obligations, terms, and conditions imposed upon a successful Applicant; and that I am authorized to submit this Application on behalf of the Applicant.

X 
APPLICANT

REPRESENTATIVE SIGNATURE

ATTACHMENT 1: AFFIRMATION

I, LUTHER WINN, JR. on behalf of GREENETRACK, INC., hereby affirm under the penalty of perjury and subject to Section 210.10 of New York Penal Law, (Perjury in the Second Degree, a class E felony), that the information contained in this RFA Application and all materials accompanying said Application are true and accurate to the best of my knowledge and understanding; that I have reviewed the information contained in the RFA Application for accuracy; that I read and understand the questions and responses on the RFA Application; that any document accompanying this RFA Application that is not an original document is a true copy of the original document; that I have read and understood all applicable provisions of PML Sections 1317 and 1318; that the Applicant agrees to all terms, conditions, and obligations made applicable to all Applicants for a Gaming Facility license; that in the event that the Applicant is awarded a Gaming Facility license it agrees to all obligations, terms, and conditions imposed upon a successful Applicant; and that I am authorized to submit this Application on behalf of the Applicant.

x 
APPLICANT

REPRESENTATIVE SIGNATURE



**REQUEST FOR APPLICATIONS
TO DEVELOP AND OPERATE A GAMING FACILITY IN NEW YORK STATE
ADDENDUM ACKNOWLEDGEMENT FORM
June 27, 2014**

Questions & Answers – Application Fee (Revised) – April 21, 2014
First Round Questions and Answers – April 23, 2014
Applicant Conference - Advance Questions and Answers – April 30, 2014
Guidance Document: Refund of Application Fee (Revised) – April 30, 2014
Applicant Conference Questions and Answers – May 2, 2014
Guidance Document: Minimum Capital Investment (Revised) – May 12, 2014
RFA Addendum – MWBE – May 12, 2014
Second Round Questions and Answers – May 14, 2014
Guidance Document: SEQRA Questions and Answers – May 19, 2014
Guidance Document: Acceptable Host Municipality Resolutions (Revised) – May 20, 2014
Guidance Document: Additional Questions Permissible – May 20, 2014
Host Municipality Resolution Questions and Answers (Revisions) – June 10, 2014
Guidance Document: Exhibit Template Instructions (PDF) – June 13, 2014
 Exhibit Template for VIII.A.3 (Excel)
 Exhibit Template for VIII.A.4 (Excel)
 Exhibit Template for VIII.B.4 (Excel)
Guidance Document - Joint Guidance on Lobbying – June 16, 2014
Regulatory Practice White Paper – June 16, 2014
Additional Questions & Answers – June 16, 2014
Document Submission Clarification (Revised) – June 19, 2014
Guidance Document: SEQR Environmental Impact Statements – June 20, 2014
Additional Questions and Answers – June 24, 2014
Guidance Document: Application Delivery Preferences – June 24, 2014
Guidance Document: Deadline for Application Questions – June 24, 2014
Final Questions and Answers – June 27, 2014
Guidance Document: Fingerprint Submission – June 26, 2014

This Acknowledgement Form serves to address all addendum and guidance documents issued under the RFA and is the only Acknowledgment Form requiring submission as part of the Application submission. By signing below, the Applicant acknowledges all of the information contained in the documents listed above.

X 
Applicant on behalf of NEW WINDSOR RESORT & CASINO, LLC and
NEW WINDSOR DEVELOPER, LLC

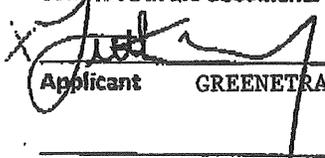
Representative Signature



**REQUEST FOR APPLICATIONS
TO DEVELOP AND OPERATE A GAMING FACILITY IN NEW YORK STATE
ADDENDUM ACKNOWLEDGEMENT FORM
June 27, 2014**

Questions & Answers – Application Fee (Revised) – April 21, 2014
First Round Questions and Answers – April 23, 2014
Applicant Conference - Advance Questions and Answers – April 30, 2014
Guidance Document: Refund of Application Fee (Revised) – April 30, 2014
Applicant Conference Questions and Answers – May 2, 2014
Guidance Document: Minimum Capital Investment (Revised) – May 12, 2014
RFA Addendum – MWBE – May 12, 2014
Second Round Questions and Answers – May 14, 2014
Guidance Document: SEQRA Questions and Answers – May 19, 2014
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This Acknowledgement Form serves to address all addendum and guidance documents issued under the RFA and is the only Acknowledgment Form requiring submission as part of the Application submission. By signing below, the Applicant acknowledges all of the information contained in the documents listed above.



Applicant GREENETRACK, INC.

Representative Signature

ATTACHMENT 3: WAIVER, RELEASE, COVENANT NOT TO SUE AND INDEMNIFICATION

This Waiver, Release, Covenant Not to Sue and Indemnification Agreement ("**Agreement**") is entered into by and between the New York State Gaming Facility Location Board ("**Board**") and New Windsor Developer, LLC, as a member of the Applicant, New Windsor Resort & Casino, LLC (Applicant) and the Applicant (hereinafter collectively, the "**Proposer**").

WHEREAS, Proposer is, or has a proprietary or direct or indirect ownership relationship with, a Manager or an Applicant that is filing or has filed an application ("**Application**") for a gaming facility license ("**License**") pursuant to Chapter 174 of the Laws of 2013, Upstate New York Gaming Economic Development Act of 2013, as amended by Chapter 175 of the Laws of the 2013, each of the State of New York (the "**Act**");

WHEREAS, in consideration of the Board's acceptance of the Application for review, the Board has required the Proposer to agree to release, indemnify and hold harmless the Board and the New York State Gaming Commission, and the State of New York and their respective representatives, agents, employees, officers, directors, elected or appointed officials commissioners, consultants and board members (collectively the "**New York Agencies**"), as more fully set forth below, and to waive any current or future, known and unknown, claim, appeal, review or reconsideration concerning, related to, or in any way involving: (i) the Act, the Application process, the consideration, selection and evaluation of any Application, and the administration of the Act; (ii) the investigation of any Applicant, Manager or Related Party with respect to any Application; (iii) the release or disclosure of any information provided by any Applicant or Manager or owner of an Applicant or Manager, or otherwise obtained during the Application and investigation process; (iv) the issuance of any License; or (v) the use, investigation or processing of any information found or provided during the Application and investigation process.

WHEREAS, the Proposer is a sophisticated business/person, has been represented by counsel and other advisors and/or consultants and has not relied upon anything the New York Agencies have communicated but instead on its own investigation, review and inquiry and determined to submit his/her/its Application and to release, waive and surrender any claim, past, present or future, and to indemnify and defend the New York Agencies from any claim involving the Application or the Application process.

WHEREAS, the Proposer acknowledges and agrees that the receipt and acceptance by the Board of the Application is full and adequate consideration for the promises, covenants and undertakings in this Agreement.

NOW, THEREFORE, it is hereby agreed:

1. The recitals are incorporated herein and made a part of the Agreement;
2. Proposer, on behalf of himself/herself/itself and his/her/its agents, servants, representatives, affiliates, parents, subsidiaries, directors, officers, employees, assigns, predecessors and successors (and their heirs, estates, executors, spouses), covenants and agrees to release, waive, covenant not to sue or make any current or future, known and unknown, claim for damages, costs, fees, expenses or request any relief whatsoever, including but not limited to equitable relief arising from, related to or otherwise involving: (i) the Act, the Application process, the consideration, selection and evaluation of any Application and the administration of the Act; (ii) the investigation of any Applicant, Manager or Related Party with respect to any Application; (iii) the release or disclosure of any information provided by any Applicant or Manager or

owner of an Applicant or Manager or otherwise obtained during the Application and investigation process; (iv) the issuance of any License; or (v) the use, investigation or processing of any information found or provided during the Application and investigation process.

3. The Proposer on behalf of himself/herself/itself and his/her/its agents, servants, representatives, affiliates, parents, subsidiaries, directors, officers, employees, assigns, predecessors and successors (and their heirs, estates, executors, spouses) covenants and agrees not to seek appeal, review or reconsideration of any decision or action of the New York Agencies.
4. Proposer, on behalf of himself/herself/itself and his/her/its agents, servants, representatives, affiliates, parents, subsidiaries, directors, officers, employees, assigns, predecessors and successors (and their heirs, estates, executors, spouses) covenants and agrees to indemnify, defend and hold the New York Agencies harmless from and against any current or future, known and unknown, claim, cause, suit, cause of action, damages, costs, damages and expense, including attorney's fees, (whether known or unknown, suspected or unsuspected, contingent or liquidated) arising from or related to or otherwise involving: (i) the Act, the Application process, the consideration, selection and evaluation of any Application and the administration of the Act; (ii) the investigation of any Applicant, Manager or Related Party with respect to any Application; (iii) the release or disclosure of any information provided by any Applicant or Manager or owner of an Applicant or Manager or otherwise obtained during the Application and investigation process; (iv) the issuance of any License; or (v) the use, investigation or processing of any information found or provided during the Application and investigation process.
5. Each of the promises, covenants and agreements set forth in Paragraphs 1-4 above run in favor of the New York Agencies.
6. Capitalized terms used but not defined in this Agreement shall have the meanings defined in the Board's Request for Applications under the Act dated March 31, 2014, as the same may be amended from time to time.

NEW YORK GAMING FACILITY LOCATION BOARD	
By: _____ Its: _____	 Applicant: NEW WINDSOR RESORT & CASINO, LLC NEW WINDSOR DEVELOPER, LLC
Dated: _____	Manager: _____
	Owner*: _____
	Dated: <u>6/27/14</u>

* The legal guardian of any minor owner must execute on his or her behalf.

ATTACHMENT 3: WAIVER, RELEASE, COVENANT NOT TO SUE AND INDEMNIFICATION

This Waiver, Release, Covenant Not to Sue and Indemnification Agreement ("**Agreement**") is entered into by and between the New York State Gaming Facility Location Board ("**Board**") and Greenetrack, Inc., as a member of the Applicant, New Windsor Resort & Casino, LLC (Applicant) (hereinafter "**Proposer**").

WHEREAS, Proposer is, or has a proprietary or direct or indirect ownership relationship with, a Manager or an Applicant that is filing or has filed an application ("**Application**") for a gaming facility license ("**License**") pursuant to Chapter 174 of the Laws of 2013, Upstate New York Gaming Economic Development Act of 2013, as amended by Chapter 175 of the Laws of the 2013, each of the State of New York (the "**Act**");

WHEREAS, in consideration of the Board's acceptance of the Application for review, the Board has required the Proposer to agree to release, indemnify and hold harmless the Board and the New York State Gaming Commission, and the State of New York and their respective representatives, agents, employees, officers, directors, elected or appointed officials commissioners, consultants and board members (collectively the "**New York Agencies**"), as more fully set forth below, and to waive any current or future, known and unknown, claim, appeal, review or reconsideration concerning, related to, or in any way involving: (i) the Act, the Application process, the consideration, selection and evaluation of any Application, and the administration of the Act; (ii) the investigation of any Applicant, Manager or Related Party with respect to any Application; (iii) the release or disclosure of any information provided by any Applicant or Manager or owner of an Applicant or Manager, or otherwise obtained during the Application and investigation process; (iv) the issuance of any License; or (v) the use, investigation or processing of any information found or provided during the Application and investigation process.

WHEREAS, the Proposer is a sophisticated business/person, has been represented by counsel and other advisors and/or consultants and has not relied upon anything the New York Agencies have communicated but instead on its own investigation, review and inquiry and determined to submit his/her/its Application and to release, waive and surrender any claim, past, present or future, and to indemnify and defend the New York Agencies from any claim involving the Application or the Application process.

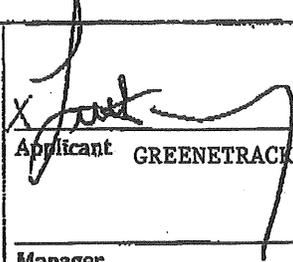
WHEREAS, the Proposer acknowledges and agrees that the receipt and acceptance by the Board of the Application is full and adequate consideration for the promises, covenants and undertakings in this Agreement.

NOW, THEREFORE, it is hereby agreed:

1. The recitals are incorporated herein and made a part of the Agreement;
2. Proposer, on behalf of himself/herself/itself and his/her/its agents, servants, representatives, affiliates, parents, subsidiaries, directors, officers, employees, assigns, predecessors and successors (and their heirs, estates, executors, spouses), covenants and agrees to release, waive, covenant not to sue or make any current or future, known and unknown, claim for damages, costs, fees, expenses or request any relief whatsoever, including but not limited to equitable relief arising from, related to or otherwise involving: (i) the Act, the Application process, the consideration, selection and evaluation of any Application and the administration of the Act; (ii) the investigation of any Applicant, Manager or Related Party with respect to any Application; (iii) the release or disclosure of any information provided by any Applicant or Manager or

owner of an Applicant or Manager or otherwise obtained during the Application and investigation process; (iv) the issuance of any License; or (v) the use, investigation or processing of any information found or provided during the Application and investigation process.

3. The Proposer on behalf of himself/herself/itself and his/her/its agents, servants, representatives, affiliates, parents, subsidiaries, directors, officers, employees, assigns, predecessors and successors (and their heirs, estates, executors, spouses) covenants and agrees not to seek appeal, review or reconsideration of any decision or action of the New York Agencies.
4. Proposer, on behalf of himself/herself/itself and his/her/its agents, servants, representatives, affiliates, parents, subsidiaries, directors, officers, employees, assigns, predecessors and successors (and their heirs, estates, executors, spouses) covenants and agrees to indemnify, defend and hold the New York Agencies harmless from and against any current or future, known and unknown, claim, cause, suit, cause of action, damages, costs, damages and expense, including attorney's fees, (whether known or unknown, suspected or unsuspected, contingent or liquidated) arising from or related to or otherwise involving: (i) the Act, the Application process, the consideration, selection and evaluation of any Application and the administration of the Act; (ii) the investigation of any Applicant, Manager or Related Party with respect to any Application; (iii) the release or disclosure of any information provided by any Applicant or Manager or owner of an Applicant or Manager or otherwise obtained during the Application and investigation process; (iv) the issuance of any License; or (v) the use, investigation or processing of any information found or provided during the Application and investigation process.
5. Each of the promises, covenants and agreements set forth in Paragraphs 1-4 above run in favor of the New York Agencies.
6. Capitalized terms used but not defined in this Agreement shall have the meanings defined in the Board's Request for Applications under the Act dated March 31, 2014, as the same may be amended from time to time.

NEW YORK GAMING FACILITY LOCATION BOARD	
By: _____ Its: _____	 Applicant GREENETRACK, INC.
Dated: _____	Manager _____
	Owner* _____
	Dated: <u>6/27/14</u>

* The legal guardian of any minor owner must execute on his or her behalf.

ATTACHMENT 3: WAIVER, RELEASE, COVENANT NOT TO SUE AND INDEMNIFICATION

This Waiver, Release, Covenant Not to Sue and Indemnification Agreement ("**Agreement**") is entered into by and between the New York State Gaming Facility Location Board ("**Board**") and Full House Resorts, Inc. as Manager (hereinafter "**Proposer**").

WHEREAS, Proposer is, or has a proprietary or direct or indirect ownership relationship with, a Manager or an Applicant that is filing or has filed an application ("**Application**") for a gaming facility license ("**License**") pursuant to Chapter 174 of the Laws of 2013, Upstate New York Gaming Economic Development Act of 2013, as amended by Chapter 175 of the Laws of the 2013, each of the State of New York (the "**Act**");

WHEREAS, in consideration of the Board's acceptance of the Application for review, the Board has required the Proposer to agree to release, indemnify and hold harmless the Board and the New York State Gaming Commission, and the State of New York and their respective representatives, agents, employees, officers, directors, elected or appointed officials commissioners, consultants and board members (collectively the "**New York Agencies**"), as more fully set forth below, and to waive any current or future, known and unknown, claim, appeal, review or reconsideration concerning, related to, or in any way involving: (i) the Act, the Application process, the consideration, selection and evaluation of any Application, and the administration of the Act; (ii) the investigation of any Applicant, Manager or Related Party with respect to any Application; (iii) the release or disclosure of any information provided by any Applicant or Manager or owner of an Applicant or Manager, or otherwise obtained during the Application and investigation process; (iv) the issuance of any License; or (v) the use, investigation or processing of any information found or provided during the Application and investigation process.

WHEREAS, the Proposer is a sophisticated business/person, has been represented by counsel and other advisors and/or consultants and has not relied upon anything the New York Agencies have communicated but instead on its own investigation, review and inquiry and determined to submit his/her/its Application and to release, waive and surrender any claim, past, present or future, and to indemnify and defend the New York Agencies from any claim involving the Application or the Application process.

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NEW YORK GAMING FACILITY LOCATION BOARD	
By: _____ Its: _____	Applicant _____
Dated: _____	<i>[Signature]</i> - FHR CEO Manager FULL HOUSE RESORTS, INC.
	Owner* _____
	Dated: <i>6/27/14</i>

* The legal guardian of any minor owner must execute on his or her behalf.