

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM580678

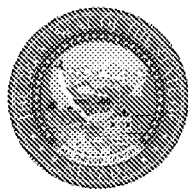
SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GNLV, Corp.		06/01/2018	Corporation: NEVADA
RECEIVING PARTY DATA			
Name:	GNLV, LLC		
Street Address:	1510 West Loop South, 8th Floor		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77027		
Entity Type:	Limited Liability Company: NEVADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4070279	24 KARAT CLUB	
CORRESPONDENCE DATA			
Fax Number:	2142000853		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2109787487		
Email:	venisa.dark@haynesboone.com		
Correspondent Name:	Venisa Dark, Haynes and Boone LLP		
Address Line 1:	2323 Victory Avenue, Suite 700		
Address Line 4:	Dallas, TEXAS 75219		
ATTORNEY DOCKET NUMBER:	23805.154_Legrand		
NAME OF SUBMITTER:	Venisa Dark		
SIGNATURE:	/Venisa Dark/		
DATE SIGNED:	06/10/2020		
Total Attachments: 6			
source=2018-06-01 Articles of Organization and Conversion for GNLV LLC#page1.tif			
source=2018-06-01 Articles of Organization and Conversion for GNLV LLC#page2.tif			
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source=2018-06-01 Articles of Organization and Conversion for GNLV LLC#page5.tif			

OP \$40.00 4070279

STATE OF NEVADA

BARBARA K. CEGAVSKE

Secretary of State



**OFFICE OF THE
SECRETARY OF STATE**

Commercial Recordings Division

202 N. Carson Street

Carson City, NV 89701

Telephone (775) 684-5708

Fax (775) 684-7138

North Las Vegas City Hall

2250 Las Vegas Blvd North, Suite 400

North Las Vegas, NV 89030

Telephone (702) 486-2880

Fax (702) 486-2888

KIMBERLEY PERONDI

*Deputy Secretary for
Commercial Recordings*

Certified Copy

10/17/2019 13:41:55 PM

Work Order Number: W2019101701355 - 173835

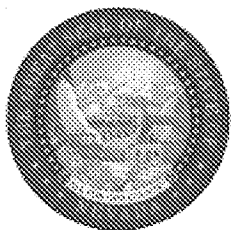
Reference Number: 20190229719

Through Date: 10/17/2019 13:41:55 PM

Corporate Name: GNLV, LLC

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20180250610-65	Articles of Organization - 06/01/2018	3
20180250607-11	Convert In - 06/01/2018	2



Certified By: Electronically Certified

Certificate Number: B20191017299937

You may verify this certificate

online at <http://www.nvsos.gov>

Respectfully,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE

Nevada Secretary of State

TRADEMARK

REEL: 006959 FRAME: 0956



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
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Website: www.nvsos.gov



050106

Articles of Organization Limited-Liability Company (PURSUANT TO NRS CHAPTER 86)

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	Business Number C1348-1974 Filing Number 20180250610-65 Filed On 06/01/2018 Number of Pages 3
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	GNLV, LLC		Check box if a Series Limited-Liability Company <input type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: The Corporation Trust Company of Nevada Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <u>OR</u> <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent <u>OR</u> Name of Title of Office or Other Position with Entity 701 S Carson St. Suite 200 Carson City Nevada 89701 Street Address City Zip Code Mailing Address (if different from street address) City Zip Code			
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual):			
4. Management: (required)	Company shall be managed by: <input type="checkbox"/> Manager(s) <u>OR</u> <input checked="" type="checkbox"/> Member(s) (check only one box)			
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) Golden Nugget, LLC Name 1510 West Loop South Houston TX 77 027 Street Address City State Zip Code 2) Name Street Address City State Zip Code 3) Name Street Address City State Zip Code			
6. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State. Steven L. Scheinthal Name 1510 West Loop South Houston TX 77 027 Address City State Zip Code <input checked="" type="checkbox"/> Organizer Signature			
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Organization, submit a separate signed Registered Agent Acceptance form. <input checked="" type="checkbox"/> Michael E. Jones Asst. Secretary 6/1/2018 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date			

This form must be accompanied by appropriate fees.

PRINT

Nevada Secretary of State NRS 86 DLC
Article used 9-26-17

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ATTACHMENT TO ARTICLES OF ORGANIZATION
OF
GNLV, LLC

The Articles of Organization of GNLV, LLC (the "Company") consist of the articles set forth on the preceding page and the additional article(s) set forth on this Attachment to Articles of Organization as follows:

8. Compliance with Gaming Laws.

(a) The purposes of and business to be conducted by the Company are to operate, manage and conduct gaming in a hotel/casino in Clark County, Nevada, and to engage in any other lawful act or activity for which limited liability companies may be formed under the laws of the State of Nevada.

(b) The purported sale, assignment, transfer, pledge, grant or exercise of an option to purchase or other disposition of any interest in the Company is ineffective unless and until approved by the Nevada Gaming Commission (the "Commission"). If at any time the Commission finds that a member of the Company is unsuitable to hold an interest in the Company, the Commission shall immediately notify the Company of that fact and the Company shall, within ten (10) days from the date that it receives the notice from the Commission, return to the unsuitable member the amount of his or her capital account as reflected on the books of the Company or such member shall dispose of such interest as provided by the gaming laws and regulations of the State of Nevada. Beginning on the date when the Commission serves notice of a determination of unsuitability, pursuant to applicable law, it is unlawful for the unsuitable member: (i) to receive any dividend or interest or any payment or distribution of any kind, including any share of the distribution of profits or cash or any other property of, or payments upon dissolution of the Company, other than a return of capital; (ii) to exercise directly or through a proxy, trustee or nominee, any voting right conferred by such interest; (iii) to participate in the management of the business and affairs of the Company; or (iv) to receive any remuneration in any form from the Company or from any company holding a gaming license, for services rendered or otherwise. Any member that is found unsuitable by the Commission shall return all evidence of any ownership in the Company to the Company, and the unsuitable member shall no longer have any direct or indirect interest in the Company.

(c) Notwithstanding anything to the contrary expressed or implied in these Articles of Organization, to the extent permitted by applicable gaming laws and the Nevada gaming authorities, if a member has been found by the Commission to be unsuitable, the Company shall have the right to redeem, or the unsuitable member shall dispose of its member's interest in the Company, on the terms, if any, provided in the Company's operating agreement.

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

9. Advancement of Expenses.

(a) In addition to any other rights of indemnification permitted by the laws of the State of Nevada as may be provided for by the Company in these Articles of Organization, the Company's operating agreement or any other agreement, the expenses of any member incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding arising by reason of the fact that such member is or was a member of the Company, must be paid by the Company, or through insurance purchased and maintained by the Company or through other financial arrangements made by the Company as permitted by the laws of the State of Nevada, as such expenses are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an unsecured undertaking by or on behalf of such member to repay the amount if it is ultimately determined by a court of competent jurisdiction that such member is not entitled to be indemnified by the Company.

(b) Any repeal or modification of Section (a) of this Article 9 approved by the members shall be prospective only. In the event of any conflict between Section (a) of this Article 9 and any other article of the Company's Articles of Organization or the Company's operating agreement, the terms and provisions of Article 9(a) shall control.

10 Special Provision Regarding Distributions. Notwithstanding anything to the contrary in these Articles of Organization or the operating agreement of the Company, the Company is hereby specifically permitted to make any distribution that otherwise would be prohibited by Nevada Revised Statutes 86.343(1)(b).

* * * * *



BARBARA K. CEGAVSKE
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140304

Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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PLEASE NOTE: The charter document for the resulting entity *must* be submitted/filed simultaneously with the articles of conversion.

Articles of Conversion (Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

GNLV, Corp.

Name of constituent entity

Nevada

Jurisdiction

Corporation

Entity type *

and,

GNLV, LLC

Name of resulting entity

Nevada

Jurisdiction

Limited Liability Company

Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)



The entire plan of conversion is attached to these articles.



The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.



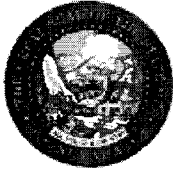
The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 1
Revised: 1-5-15

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BARBARA K. CEGAVSKE
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Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 2

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn: _____

c/o: _____

5. Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: _____

Time: _____

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).

2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

GNLV, Corp.

Name of constituent entity

X

Signature

Senior V.P. and Secretary

Title

June 1, 2018

Date

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

FILING FEE: \$350.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Reset

Nevada Secretary of State 92A Conversion Page 2
Revised: 1-5-15

RECORDED: 06/10/2020

TRADEMARK
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