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

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

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

DEPARTMENT OF STATE

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

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

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07
ARTICLES OF ORGANIZATION

OF

TIoga Downs Racetrack, LLC

Under Section 203 of the Limited Liability Company Law

FIRST:  The name of the limited liability company is: TIoga Downs Racetrack, LLC

SECOND: The county within this state in which the limited liability company is to be located is: Tioga County.

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

             The Towne Law Offices, P.C.
             421 New Karner Road
             P.O. Box 15072
             Albany, New York 12212-5072

FOURTH: The effective date of these Articles of Organization shall be the date of filing. The duration to the Limited Liability Company shall be perpetual.

FIFTH:  The Limited Liability Company is to be managed by one or more managers

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

  Michael Rhodes-Davey
  Organizer
ARTICLES OF ORGANIZATION
OF
TIoga Downs Racetrack, LLC
Under Section 203 of the Limited Liability Company Law

Filed by:
Michael Rhodes-Dayva
(name)

421 New Karner Road, P.O. Box 15972
(mailing address)

Albany, New York 12212-5072

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 26 2004

TAX:

RECEIVED

700 W. GLASSMAN AVE., DEPT 13
TEST
06-23-04  9:42
26-05-04  11:54

Confidential
STATE OF NEW YORK

DEPARTMENT OF STATE

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

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

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07
CERTIFICATE OF CHANGE
OF
Tioga Downs Racetrack, LLC
(Insert name of Domestic Limited Liability Company)
Under Section 211-A of the Limited Liability Company Law

FIRST: The name of the limited liability company is: 

Tioga Downs Racetrack, LLC

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

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

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

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

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

Toomey, Bartkowski & DeRosa, P.C.,
P.O. Box 15072, 450 New Karner Road, Albany NY 12212

☐ The limited liability company hereby: [check one]

☐ Designates ________________________________ as its registered agent upon whom process against the limited liability company may be served. The street address of the registered agent is ________________________________.

☐ Changes the designation of its registered agent to: ________________________________.

The street address of the registered agent is: ________________________________.

☐ Changes the address of its registered agent to: ________________________________

☐ Revokes the authority of its registered agent.

[Signature]
Peter Savage
(Type or print name)
President
(Thick of sign)

DOS-1556 (Rev. 09/03)
CERTIFICATE OF CHANGE
OF
Tioga Downs Racetrack, LLC

(Domain name of Domestic Limited Liability Company)
Under Section 211-A of the Limited Liability Company Law

Filed by: James T. Towne, Jr.

(Name)
P.O. Box 15072, 450 New Karner Rd
(Mailing address)
Albany, NY 12212
(City, State and Zip Code)

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

(Tax status)

BY:

JAN 28 2008
State of New York
Department of State

} ss:

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

A Biennial Statement was filed 05/03/2006.

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

A Biennial Statement was filed 05/28/2008.

A Biennial Statement was filed 06/16/2010.

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

***

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

Daniel Shapiro
First Deputy Secretary of State
American Racing and Entertainment, LLC
ARTICLES OF ORGANIZATION
OF

American Racing and Entertainment, LLC

Under Section 203 of the Limited Liability Company Law

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

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

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

Nevada Gold & Gamino, Inc.
Attention: General Counsel
3940 Pear Oak Blvd., Suite 675
Houston, TX 77056

Cathryn L. Porter
(Signature of registrant)

Cathryn L. Porter
(signer or type name of organizer)
ARTICLES OF ORGANIZATION
OF

American Racing and Entertainment, LLC

Filed by: Nevada Gold & Casinos, Inc.
       3040 Post Oak Blvd., Suite 675
       Houston, TX 77056

Under Section 203 of the Limited Liability Company Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILID: SEP 09 2005
TAX #: 0
BY: AT

DRAWDOWN ACCOUNT

OCS-1386 (Rev. 3/05)
State of New York  
Department of State   } ss:

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

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

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

A Biennial Statement was filed 08/30/2007.

The Biennial Statement is past due.

I further certify, that no other document has been filed by such Limited Liability Company.

***

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

Daniel Shapiro  
First Deputy Secretary of State
ARTICLES OF ORGANIZATION
OF
SOUTHERN TIER ACQUISITION II LLC

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is

SOUTHERN TIER ACQUISITION II LLC

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

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

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

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

[ ] 1 or more members
[ ] A class or classes of members
[ ] 1 or more managers
[ ] A class or classes of managers

[Dolores Burton (signature)]

Dolores Burton, Organizer (name and capacity of signor)
ARTICLES OF ORGANIZATION
OF
SOUTHERN TIER ACQUISITION II LLC

Under Section 203 of the Limited Liability Company Law

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

Cust Ref# 592081DB
DRAW DOWN

CSC 45

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
SEP 13 2005

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

Copy of Advertisement

being duly sworn, says that she is the  
Principal Clerk of the publisher of Real Estate  
Weekly, a weekly newspaper, published at 20 West  
22nd Street in the City of New York, County of  
New York, State of New York, and further states  
that the advertisement hereto annexed has been  
regularly published in the said Real Estate Weekly  
once in each week for ___ successive weeks  
commencing on the  
11th day of November 2005

Principal Clerk

Subscribed and sworn to before me,  
this 22nd day of November 2005

KAREN A. WONG  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 01W0605975  
QUALIFIED IN WESTCHESTER COUNTY  
TERM EXPIRES JAN. 22 2007
AFFIDAVIT OF PUBLICATION
OF
SOUTHERN TIER ACQUISITION II LLC

Under Section 206 of the Limited Liability Company Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JAN. 11 2008
TAX:

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

CCC 45

061111000026

CONFIDENTIAL
STATE OF NEW YORK  
County of New York,  

NOTICE OF FORMATION  
IN SUBSCRIBER-THE-AGGRAVATION  
IN NAME OF, ART. OF ORGANIZATION  
WITH SEC. OF STATE, NEW YORK  
FORM OF MEMBERSHIP LLC  
IN NEW YORK STATE  
FORM OF MEMBERSHIP LLC  
Said LLC is hereby established and registered as an agent of the New York Law Journal, a daily newspaper, that the advertisement hereto annexed has been published in the said NEW YORK LAW JOURNAL in each week for 6 successive weeks, commencing on the 16th day of November, 2005.

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

[Signature]

SWORN TO BEFORE ME, this 21st day of December, 2005.

[Signature]

Jennifer Hanna
Notary Public, State of New York
No. 01ha6128042
Qualified in Richmond County
Commission Expires June 06, 2009
AFFIDAVIT OF PUBLICATION
OF
SOUTHERN TIER ACQUISITION II LLC

Under Section 206 of the Limited Liability Company Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JAN 11 2006

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

DRAWDOWN

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