

DP-000406

**FILED**  
In the Office of the  
Secretary of State of Texas

**CERTIFICATE OF FORMATION**  
**OF**  
**DELIVERANCE POKER, LLC** **NOV 07 2008**  
**Corporations Section**

The undersigned, a natural person of the age of eighteen (18) years or more, acting as organizer of a limited liability company under the Texas Business Organizations Code (the "TBOC"), does hereby adopt the following Certificate of Formation for such limited liability company:

ARTICLE I

The filing entity being formed is a limited liability company. The name of the entity is Deliverance Poker, LLC (the "Company").

ARTICLE II

The initial registered agent is an individual resident of the state. The name of the initial registered agent is Carlos Y. Benavides, III. The business address of the Company's initial registered agent and the registered office is 1116 Calle del Norte, Laredo, Texas 78041.

ARTICLE III

The Company is to be managed by a manager or managers. The number of initial managers, who shall serve as managers until the first annual meeting of the members of the Company or until successors are duly elected, shall be one (1). The name and address of the person who is to serve as the initial manager is as follows:

<u>Name</u>	<u>Address</u>
Carlos Y. Benavides, III	1116 Calle del Norte Laredo, Texas 78041

ARTICLE IV

The purpose for which the Company is organized is for the transaction of any and all lawful purposes for which limited liability companies may be organized under the TBOC.

ARTICLE V

The period of duration of the Company shall be perpetual.

ARTICLE VI

The address of the Company's principal place of business is 1116 Calle del Norte, Laredo, Texas 78041.

ARTICLE VII

The right of members to cumulative voting in the election of managers is expressly prohibited.

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ARTICLE VIII

No member shall have a preemptive right to acquire any membership interests or securities of any class that may at any time be issued, sold or offered for sale by the Company.

ARTICLE IX

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the manager's capacity as a manager, except that this Article does not eliminate or limit the liability of a manager to the extent the manager is found liable for (i) a breach of the manager's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of a manager is expressly provided by an applicable statute. If the TBOC or other applicable law is amended to authorize action further eliminating or limiting the liability of managers, then the liability of a manager of the Company shall be eliminated or limited to the fullest extent permitted by the TBOC or other applicable law, as so amended.

ARTICLE X

The Company shall indemnify its managers and officers to the same extent a corporation may indemnify its directors and officers under the TBOC, as now in effect or hereafter amended.

ARTICLE XI

The Company Agreement may provide that any action required or permitted to be taken at a meeting of members may be taken without a meeting if a written consent thereto shall be signed by members entitled to vote thereon having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all members were present.

ARTICLE XII

The name and address of the organizer is:

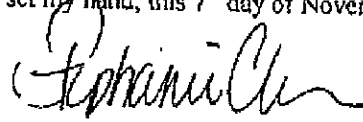
<u>Name</u>	<u>Address</u>
Stephanie Chandler	112 E. Pecan Street, Suite 2400 San Antonio, Texas 78205

ARTICLE XIII

This document becomes effective when filed by the Secretary of State.

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IN WITNESS WHEREOF, I have hereunto set my hand, this 7<sup>th</sup> day of November, 2008.

A handwritten signature in black ink, appearing to read "Stephanie Chandler". The signature is written in a cursive style with a large initial "S".

Stephanie Chandler, Organizer