

State of Indiana
Office of the Secretary of State

CERTIFICATE OF MERGER

of

THE MAJESTIC STAR CASINO, LLC

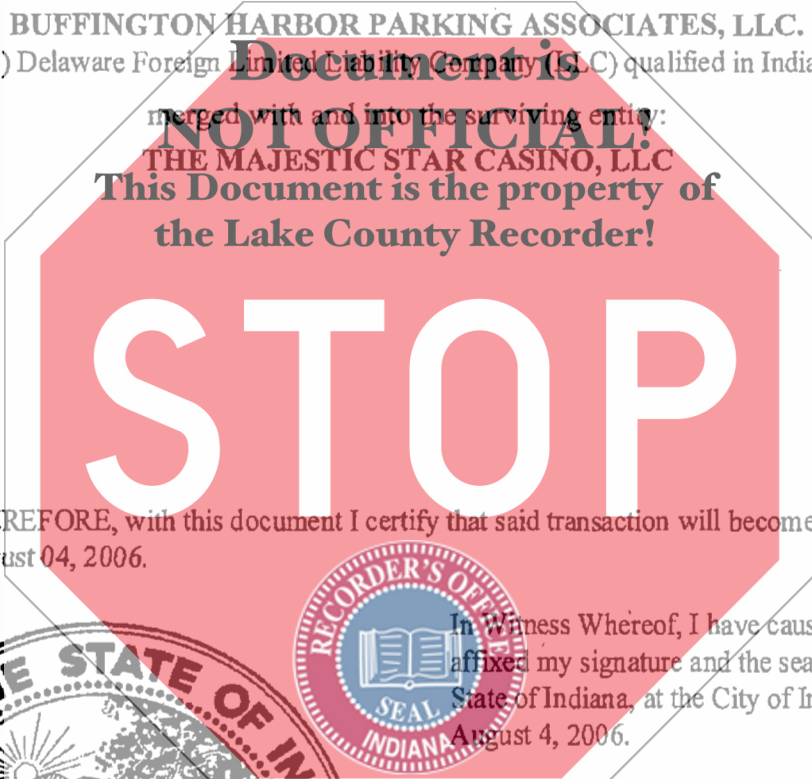
I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Merger of the above Domestic Limited Liability Company (LLC) have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

The following non-surviving entity(s):

BUFFINGTON HARBOR PARKING ASSOCIATES, LLC.
a(n) Delaware Foreign Limited Liability Company (LLC) qualified in Indiana

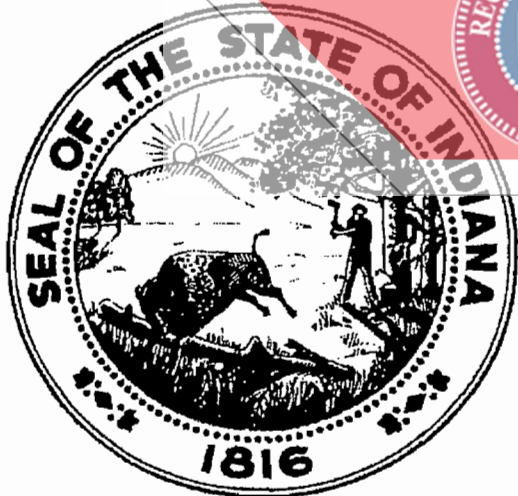
merged with and into the surviving entity:

THE MAJESTIC STAR CASINO, LLC
This Document is the property of
the Lake County Recorder!



NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, August 04, 2006.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, August 4, 2006.



TODD ROKITA,
SECRETARY OF STATE

2017 019696

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD
2017 MAR 28 AM 8:55
MICHAEL B. BROWN
RECORDER

AMOUNT \$ 22.
CASH _____ CHARGE _____
CHECK # 10865
OVERAGE _____
COPY _____
NON - COM
CLERK

1993120420 / 2006080779966

1993120420



ARTICLES OF MERGER OF LIMITED LIABILITY COMPANIES

State Form 49463 (R / 1-03) AND FILED Approved by State Board of Accounts, 1999

RECEIVED CORPORATIONS DIV

06 AUG -4 AM 11:57

TODD ROKITA
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

Indiana Code 23-18-7-1 et. seq.

FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for filings.
Present original and one (1) copy to the address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our website at www.sos.in.gov.

ARTICLES OF MERGER OF

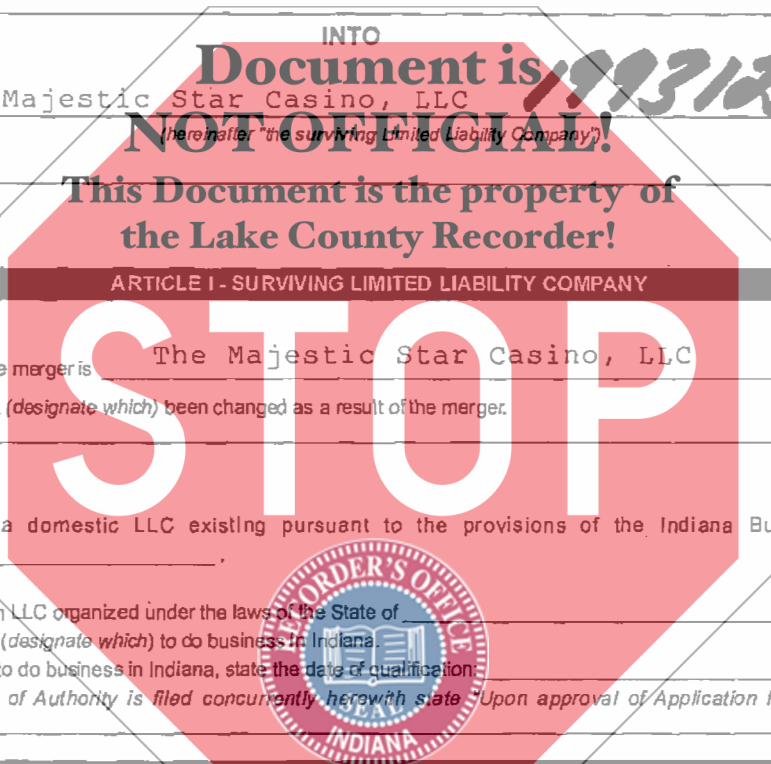
Buffington Harbor Parking Associates, LLC
(hereinafter "the nonsurviving Limited Liability Company(s)")

INTO

The Majestic Star Casino, LLC
(hereinafter "the surviving Limited Liability Company")

2000090601241

1993120420



ARTICLE I - SURVIVING LIMITED LIABILITY COMPANY

SECTION 1:

The name of the LLC surviving the merger is The Majestic Star Casino, LLC, and such name has has not *(designate which)* been changed as a result of the merger.

SECTION 2:

a. The surviving LLC is a domestic LLC existing pursuant to the provisions of the Indiana Business Flexibility Act on July 21, 2006.

b. The surviving LLC is a foreign LLC organized under the laws of the State of _____ and qualified not qualified *(designate which)* to do business in Indiana. If the surviving LLC is qualified to do business in Indiana, state the date of qualification: _____ *(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)*

ARTICLE II - NONSURVIVING LIMITED LIABILITY COMPANY (S)

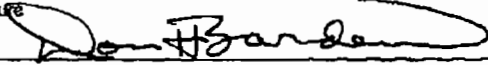
The name, state of organization, and date of organization or qualification *(if applicable)* respectively, of each Indiana domestic LLC and Indiana qualified foreign LLC other than the survivor, which is party to the merger is as follows:

Name of LLC <u>Buffington Harbor Parking Associates, LLC</u>	Date of organization or qualification in Indiana <i>(if applicable)</i>
State of Domicile <u>Delaware</u>	
Name of LLC	Date of organization or qualification in Indiana <i>(if applicable)</i>
State of Domicile	
Name of LLC	Date of organization or qualification in Indiana <i>(if applicable)</i>
State of Domicile	

ARTICLE III - PLAN OF MERGER

The Plan of Merger, containing such information as required by Indiana Code 23-18-7-2, is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - APPROVAL OF MERGER

<input checked="" type="checkbox"/> The plan of merger was approved by each LLC as required by the of the state of its organization. In Witness Whereof, the undersigned being the <u>manager</u> of the surviving LLC <small>Manager or member</small> executes these Articles of Merger and verifies, subject to penalties of perjury that the statements contained herein are true, this <u>22nd</u> day of <u>July</u> , 2006 .	
Signature 	Printed name Barden Development, Inc., manager of The Majestic Star Casino, LLC

By: Don H. Barden,
its President



EXHIBIT A

AGREEMENT AND PLAN OF MERGER

RECEIVED
CORPORATIONS DIV.
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Agreement and Plan of Merger dated as of July 22, 2006 by and between The Majestic Star Casino, LLC, an Indiana limited liability company ("Majestic Star"), and Buffington Harbor Parking Associates, LLC, a Delaware limited liability company ("BHPA").

RECITALS

WHEREAS, Majestic Star is the sole member of BHPA;

WHEREAS, Majestic Star has determined that BHPA should be merged into Majestic Star, the surviving limited liability company, pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act") and Section 23-18-7-1 of the Indiana Business Flexibility Act (the "Indiana Act"); and

WHEREAS, both BHPA and Majestic Star are single member limited liability companies.

NOW THEREFORE, in consideration of the mutual agreements, provisions and covenants herein contained, the parties agree, in accordance with the Delaware Act and the Indiana Act, that BHPA shall be merged into Majestic Star, which shall be the surviving entity, and the parties hereby adopt and agree to the following agreements, terms and conditions relating to the merger:

1. Action by Members. The member of BHPA and the member of Majestic Star shall adopt and approve this Agreement in accordance with the Delaware Act and the Indiana Act.
2. Effective Date. The merger shall be effective upon the filing of a Certificate of Merger with the Secretary of State of Delaware in accordance with the Delaware Act and the filing of Articles of Merger of Limited Liability Companies in accordance with the Indiana Act ("Effective Date").
3. Surviving Entity. On the Effective Date, (i) BHPA shall be merged with and into Majestic Star, (ii) the separate existence of BHPA shall cease (except as may be continued by operation of law) and (iii) Majestic Star shall continue as the surviving entity under the name it possessed immediately prior to the Effective Date. Barden Development, Inc., with an address of 163 Madison Street, Suite 2000, Detroit, MI 48226, is the manager of The Majestic Star Casino, LLC and shall be the manager of the surviving entity.
4. Effect of Merger. Upon the Effective Date, and thereafter, Majestic Star shall possess all the rights, privileges, immunities and powers of BHPA and all property, real, personal and mixed, and all debts due to, as well as all other things and causes of action belonging to, or due to BHPA, shall be vested in Majestic Star and shall thereafter be the property of Majestic Star without further act or deed; and the title to any real estate, or any interest thereto, vested in



BHPA shall not revert or be in any way impaired by reason of the merger, but all rights of creditors and all liens upon the property of BHPA shall be preserved and unimpaired and Majestic Star shall thenceforth be responsible and liable for all the obligations and liabilities of BHPA; and any claim, debt or liability existing or action or proceeding pending by or against BHPA may be prosecuted to the same extent as if the claim, debt or liability had been incurred or contracted by Majestic Star, all with the effect set forth in Section 18-209 of the Delaware Act and Section 23-18-7-5 of the Indiana Act. The authority of the officers of BHPA shall continue with respect to the due execution in the name of BHPA of tax returns and other documents where the execution thereof is required to comply with any provision of the Delaware Act or this Agreement of Merger.

5. Certificate of Formation. On the Effective Date, the Certificate of Formation of Majestic Star, as in effect immediately prior to the Effective Date, shall be the Certificate of Formation of the surviving limited liability company.

6. Method of Effecting Merger. Because the sole member of BHPA is Majestic Star, the merger shall be effectuated by, on the Effective Date, cancelling the membership interest of Majestic Star in BHPA that was outstanding immediately prior to the Effective Date.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first mentioned above.

THE MAJESTIC STAR CASINO, LLC

BUFFINGTON HARBOR PARKING ASSOCIATES, LLC

By:


Jon S. Bennett, Vice-President and Chief Financial Officer


Jon S. Bennett, Vice-President and Chief Financial Officer



**State of Indiana
Office of the Secretary of State**

Certified Copies

To Whom These Presents Come, Greeting:

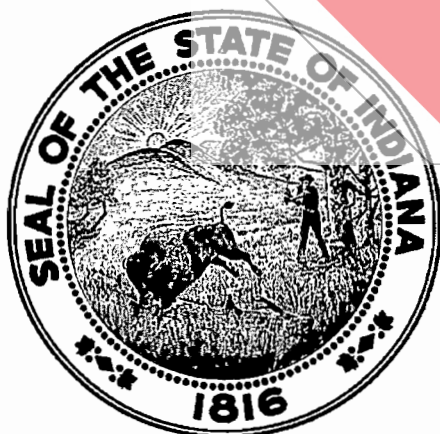
I, CONNIE LAWSON, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that this is a true and complete copy of this 5 page document consisting of the following records filed in this office:

**Document is NOT OFFICIAL!
This Document is the property of
the Lake County Recorder!**

Certification Date: March 20, 2017
 Business Name: BUFFINGTON HARBOR PARKING ASSOCIATES, LLC.
 Business ID: 2000090601241

Transaction	Date Filed	No. of pages
Articles of Merger	08/04/2006	5
Total No. of pages		5



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 20, 2017

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

RETURN TO
Chicago Title
Closer: AJ
File No. 514071