Delaware

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 MERGER, WHICH MERGES:

"RHP PROPERTY OH, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "RHP HOTELS, INC." UNDER THE NAME OF "RHP HOTELS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2012, AT 6:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2012, AT 12:01 O'CLOCK A.M.

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

Davidson County	CHARTERFGN
Recvd: 01/02/13 13:21	3 pgs
Fees:7.00 Taxes:0.00	
20130102-0000375	



Jeffrey W. Bullock, Secretary of State

3655809 8100M

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AUTHENTICATION: 0104810

DATE: 12-28-12

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:31 PM 12/27/2012
FILED 06:31 PM 12/27/2012
SRV 121398280 - 3655809 FILE

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is RHP Hotels, Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is RHP Property OH, LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is RHP Hotels, Inc.

FOURTH: The merger is to become effective on 12/28/2012 at 12:01 a.m.

FIFTH: The Agreement of Merger is on file at One Gaylord Drive Nashville, TN, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be it's Certificate of Incorporation

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 27th day of December, A.D., 2012.

By: _____
Authorized Officer

Name: Carter R. Todd
Print or Type

Title: Vice President & Secretary

Affidavit

I, Danielle Burns , do hereby make oath that I am the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Danielle Burns

Signature

State of Tennessee

County of Davidson

Personally appeared before me, Ruth F. Arnold, a notary public for this county and state, Danielle Burns

who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Ruth F. Arnold

Notary signature

My Commission Expires: August 17, 2015

Notary Seal:



My Commission Expires AUG. 17, 2015