

Division of Corporations

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419203

Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: LINDA A. SCARCELLI
 Account Name : CNL FINANCIAL GROUP, INC.
 Account Number : 113615003626
 Phone : (407) 650-1000
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
 CNL MANAGEMENT CORP.

Certificate of Status	0
Certified Copy	1
Page Count	04
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Amended & Restated

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Art.

12/19/11

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CNL MANAGEMENT CORP.

FILED
IN DEC 16 AM 11:51
SECRETARY OF STATE
ALLIANCE

The Articles of Incorporation of CNL Management Corp., a Florida corporation, are hereby amended and restated in their entirety to read as follows:

ARTICLE I
NAME

The name of the corporation is CNL Management Corp. (hereinafter referred to as the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Corporation is 450 South Orange Avenue, Orlando, Florida 32801 and the mailing address of the Corporation is 450 South Orange Avenue, Orlando, Florida 32801.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is c/o CNL Management Corp., 450 South Orange Avenue, Orlando, Florida 32801, and the name of its registered agent at such office is Linda A. Scarcelli.

ARTICLE IV
PURPOSE

The purpose for which the Corporation is organized is to conduct any and all lawful business permitted to corporations by the Florida Business Corporation Act of the State of Florida.

ARTICLE V
SHARES

The Corporation is authorized to issue Forty (40) shares of common stock, with no par value.

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have at least one (1) director; provided, however, that the number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and addresses of the current directors of the Corporation are as follows:

James M. Seneff, Jr.	450 South Orange Avenue Orlando, Florida 32801
Robert A Bourne	450 South Orange Avenue Orlando, Florida 32801

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify its officers, directors, employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced.

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IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation on the 16 day of December, 2011.



Name: John F. Starr
Title: Senior Vice President

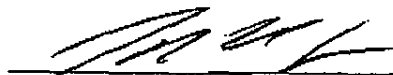
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**CERTIFICATE OF SENIOR VICE PRESIDENT
OF
CNL MANAGEMENT CORP.**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned, in his capacity as Senior Vice President of CNL Management Corp., a Florida corporation (the "Corporation"), hereby certifies as follows:

(a) The foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached were approved by the Board of Directors of the Corporation in a Unanimous Written Consent dated December 16, 2011, and the directors recommended to the sole shareholder that the sole shareholder approve such Amended and Restated Articles of Incorporation.

(b) The sole shareholder approved the foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached in a Written Consent dated December 16, 2011, and, accordingly, the number of votes cast for the foregoing Amended and Restated Articles of Incorporation was sufficient for approval.


Name: John F. Starr
Title: Senior Vice President