

FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV -3 PM 2: 09



1. Name of Limited Partnership

1a. DOCUMENT #
A29947

CNL INCOME & GROWTH FUND II, LTD.

Mailing Address

Principal Office Address

400 EAST SOUTH STREET, SUITE 500
ORLANDO FL 32801

400 EAST SOUTH STREET, SUITE 500
ORLANDO FL 32801

3. Date Formed or Registered

04/20/1990

5a. Capital Contributions as Shown on record.

\$20,000,000.00

3a. Date of Last Report

01/21/1997

5b. Amount of Capital Contributions in FLORIDA to date

\$20,000,000.00

4. State or Country of Formation

FL

6. FEI Number

59-3005760

Applied For
 Not Applicable

7. Certificate of Status Desired

\$8.75 Additional Fee Required

8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent

BOURNE, ROBERT A
400 EAST SOUTH STREET, SUITE 500
ORLANDO FL 32801

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number Is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)

CNL GROWTH CORP.

11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)

400 E. SOUTH ST, #500

11b. City, State & Zip Code

ORLANDO FL

11c. Registration/Document Number

K64448

600002342416--5
-11/10/97--01059--010
****550.00 ****550.00

KWIK/cus

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

[Signature]

DATE

10/15/97

Typed or Printed Name of General Partner Signing Form

ROBERT A. BOURNE, PRES

Daytime Telephone Number

(407) 422-1574

Z 935 617 019 10/31/97

C-525003 (6/97)