

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0383

From: Suzanne McLaughlin

Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

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TALLAHASSEE, FLORIDA

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FOREIGN LIMITED PARTNERSHIP

WB Resort Partners, L.P.

Certificate of Status	1
Certified Copy	1
Page Count	04
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 28, 2001

CNL FINANCIAL GROUP, INC.

SUBJECT: WB RESORT PARTNERS, L.P.
REF: W01000014995

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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. WB Resort Partners, L.P.
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")
3. Delaware 4. June 18, 2001
(State of Formation) (Date of Formation)
5. G. Brian Strickland
(Name of Registered Agent for Service of Process)
6. 450 S. Orange Avenue
(Street Address of Registered Office)
- Orlando Florida 32801
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
C. Brian Strickland
(Agent must sign on this line)
8. 450 S. Orange Avenue, Orlando FL 32801
(Address of registered office required in state of formation or, if not required, address of principal office.)
- | 9. NAMES OF GENERAL PARTNERS | STREET ADDRESS |
|---|--|
| <u>CNL WBR GP Corp.</u> ✓ <i>FD 000003407</i> | <u>450 S. Orange Ave, Orlando FL 32801</u> |
| | |
| | |
10. 450 S. Orange Ave, Orlando FL 32801
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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12. PO Box 4920, Orlando FL 32802-4920

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 27th day of June, 2001.

By: CNL WBR GP Corp., as General Partner

C. Brian Strickland

C. Brian Strickland, SVP of Finance & Administration of GP

STATE OF FLORIDA

COUNTY OF ORANGE

On this 27th day of June, 2001,

C. Brian Strickland, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Suzanne M. McLaughlin
(Notary Public Signature)

SUZANNE M. McLAUGHLIN
(Notary's Printed Name)



Suzanne M. McLaughlin
My Commission CC972520
Expires October 03, 2004

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STATE
FLORIDA

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My Commission Expires: _____

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME, the undersigned, personally appeared C. Brian Strickland, Senior Vice President of Finance and Administration of CNL WBR GP Corp., general partner of WB Resort Partners, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$9,780,000.00.
2. The amount of additional contributions anticipated to be contributed in the future is \$103,000,000.00.
3. The anticipated amount of the total capital contributions to date and anticipated to be contributed in the future of the limited partners that are allocated for the purposes of transacting business in the state of Florida is \$103,000,000.00.

Under penalties of perjury, I, being duly sworn, declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

DATED this 24th day of June, 2001.

WB RESORT PARTNERS, L.P.,
a Delaware limited partnership


By: CNL WBR GP CORP.,
a Delaware corporation, as General Partner

By: C. Brian Strickland
C. Brian Strickland, Senior Vice President of
Finance and Administration

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STATE OF FLORIDA
COUNTY OF ORANGE

On this 24th day of June, 2001, C. Brian Strickland, Senior Vice President of Finance and Administration of CNL WBR GP CORP., General Partner of WB RESORT PARTNERS, L.P., who is personally known to me, personally appeared before me and executed the foregoing Affidavit of Capital Contributions for Foreign Limited Partnership.

 Suzanne M. McLaughlin
My Commission CC972520
Expires October 03, 2004

Suzanne M. McLaughlin
Notary Public, State of Florida
Name: SUZANNE M. McLAUGHLIN
Commission No.: _____
My commission expires: _____

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