

Division of Corporations

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To:

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

From:

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

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FOREIGN LIMITED PARTNERSHIP

CNL Resort Silver Properties, LP

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,837.50

DIVISION OF CORPORATIONS

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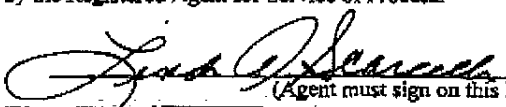
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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. CNL Resort Silver Properties, LP
(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. 4-2-04
(State of Formation) (Date of Formation)
5. Linda A. Scarcelli
(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:

(Agent must sign on this line)
8. The Corporation Trust Company
1209 Orange Street, Wilmington, DE 19801
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- CNL Resort SPE GP, LLC 450 S. Orange Avenue, Orlando, FL 32801
- MOY-1343
10. 450 S. Orange Avenue, 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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

04/13/04 13:29 FAX 407 850 1083

CNL TAX ACCOUNTING

003/003

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12. PO Box 4920, Orlando, FL 32801

(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 13 day of April, 2004

By Barry A. N. Bloom, Senior Vice President of CNL Resort SPE GP, LLC
as General Partner

General Partner

STATE OF Florida

COUNTY OF Orange

On this 13 day of April, 2004

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of

Eliza J. Bardin
(Notary Public Signature)

Eliza J. Bardin

(Notary's Printed Name)

Seal

My Commission Expires:



Eliza J. Bardin
My Commission DD306751
Expires March 16, 2008

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Barry N. N. Bloom, Senior Vice President
CNL Resort SPE GP, LLC as
general partner of CNL Resort Silver Properties, LLC a(an)
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 100,000,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 100,000,000.00

Under the 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 13 day of April, 2004

By Barry A. N. Bloom, Senior Vice President of CNL Resort SPE GP, LLC
as General Partner

[Signature]
General Partner

STATE OF Florida

COUNTY OF Orange

On this 13 day of April, 2004

Barry A. N. Bloom, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

Eliza J. Bardin

(Notary's Printed Name)

Seal My Commission Expires: _____



Eliza J. Bardin
My Commission DD300751
Expires March 18, 2008

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RESORT SILVER PROPERTIES, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF APRIL, A.D. 2004.



2796795 8300

040238176

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3031902

DATE: 04-02-04