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To: Division of Corporations
Fax Number : (850) 205-0380

From: LINDA A. SCARCELLI
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CNL HOLDINGS, INC.

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Amended & Restated

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DIVISION OF CORPORATIONS

**AMENDED AND RESTATED ARTICLES
TO
ARTICLES OF INCORPORATION
OF
CNL HOLDINGS, INC.**

Pursuant to the provisions of Section 607.1006 and 607.1007 of the Florida Business Corporation Act, CNL Holdings, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby file the following Amended and Restated Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is CNL Holdings, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Corporation is 430 South Orange Avenue, Orlando, Florida 32801-3336.

ARTICLE III
AUTHORIZED SHARES

A. Classes of Stock. The total number of shares of capital stock which the Corporation is authorized to issue is 1,000 shares of common stock of which 10 shares shall be shares of Voting Common Stock, par value \$1.00 per share (the "Voting Common Stock"), and 990 shares shall be shares of Nonvoting Common Stock, par value \$1.00 per share (the "Nonvoting Common Stock"). No new consideration shall be payable for this exchange of common stock.

B. Share Division of Voting and Nonvoting Common Stock. On the date of the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, the one thousand (1,000) issued and outstanding shares of the Corporation's previously authorized common stock, par value \$1.00 per share ("Old Common Stock"), shall hereby and thereupon be divided, classified and converted into ten (10) validly issued, fully paid and nonassessable shares of Voting Common Stock, par value \$1.00 per share ("New Voting Common Stock"), reflecting a conversion ratio of one-one hundredth (.01) shares of New Voting Common Stock for each one (1) share of Old Common Stock, plus, nine hundred ninety (990) validly issued, fully paid and nonassessable shares of Nonvoting Common Stock, par value \$1.00 per share ("New Nonvoting Common Stock"), reflecting a conversion ratio of .99 shares of New Nonvoting Common Stock for each one (1) share of Old Common Stock. Each share of the Old Common Stock shall be immediately converted to .99 share of New Nonvoting Common Stock and .01 share of New Voting Common Stock.

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C. Voting Rights. The New Voting Common Stock shall possess and exercise voting rights with regard to actions to be taken by shareholders of the Corporation generally, including the election of directors, and each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding New Voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. The New Nonvoting Common Stock shall not possess or exercise any voting rights with respect to the election of directors or any other corporate matter whatsoever.

D. No Liquidation Preference. Upon any liquidation, dissolution or winding up of the Corporation (either voluntary or involuntary), the assets of the Corporation available for distribution to its shareholders shall be distributed to the holders of the New Voting Common Stock and the New Nonvoting Common Stock, pro rata, on a per share basis without any preference to the holders of either class.

E. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new shares of common stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he/she already holds, to purchase his/her pro rata or any other share of such shares of common stock at the same price at which it is offered to others or any other price.

ARTICLE IV REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office in the State of Florida is 450 South Orange Avenue, Orlando, Florida 32801-3336, and the name of its registered agent at such office is Linda A. Scarcelli.

ARTICLE V BOARD OF DIRECTORS

The Corporation shall have three (3) directors; 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 32801-3336
Dayle L. Seneff	450 South Orange Avenue Orlando, Florida 32801-3336
Timothy J. Seneff	450 South Orange Avenue Orlando, Florida 32801-3336

ARTICLE VI
ORIGINAL INCORPORATOR

The name and address of the original incorporator was Kyle L. WhiteJohnson, at 450 South Orange Avenue, Orlando, Florida 32801-3336.

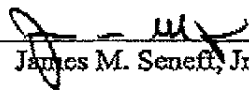
ARTICLE VII
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees, and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by them on behalf of the Corporation except for willful misconduct or gross negligence. The foregoing indemnification shall not limit further indemnification under the Bylaws of the Corporation or by separate agreement.

[Signature appears on the following page.]

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation by its President this 22nd day of August, 2006.

CNL HOLDINGS, INC.

By: 
James M. Seneff, Jr., President

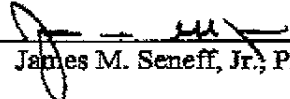
**CERTIFICATE
OF THE PRESIDENT
OF
CNL HOLDINGS, INC.**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned, in his capacity as President of CNL Holdings, Inc., 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 August 22, 2006, and the directors recommended to the shareholders that they collectively approve such Amended and Restated Articles of Incorporation.

(b) The shareholders approve the foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached at a meeting of such shareholders held on August 22, 2006 and the number of votes cast for the foregoing Amended and Restated Articles of Incorporation was sufficient for approval.

CNL HOLDINGS, INC.

By: 
James M. Seneff, Jr., President