

Division of Corporations

Page 1 of 1

419203

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: LINDA A. SCARCELLI
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 540-2699

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: linda.scarcelli@cnl.com

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TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN
CNL MANAGEMENT CORP.

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Corporate Filing Menu

Help

H11000295309 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CNL MANAGEMENT CORP.**

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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.

H11000295309 3

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.

H11000295309 3

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

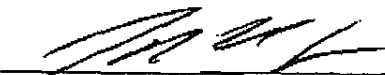
H11000295309 3

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