

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4003

From: LINDA A. SCARCELLI
Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

NOTE: PLEASE COORDINATE THIS FILING WITH CORPORATE GENERAL PARTNER WHICH IS BEING FILED UNDER FAX AUDIT NO. H00000060469 4. CORPORATE GENERAL PARTNER MUST BE FILED BEFORE THIS PARTNERSHIP. THANK YOU.

FLORIDA LIMITED PARTNERSHIP

CNL LLB LP HOLDING, LP 747

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Estimated Charge	\$148.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 17, 2000

CNL GROUP INC
LINDA A. SCARCELLI

SUBJECT: CNL LLB LP HOLDING, LP
REF: W00000027449

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

FAX Aud. #: H00000060470
Letter Number: 100A00059286

*Shawn -
Thank you for your
assistance in this regard.
Linda Scarcelli*

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TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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CERTIFICATE OF LIMITED PARTNERSHIPOFCNL LLB LP HOLDING, LTD.

The undersigned, hereby makes and files with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership in accordance with the Florida Revised Uniform Limited Partnership Act.

1. NAME OF PARTNERSHIP. The name of the partnership shall be CNL LLB LP HOLDING, LTD. (the "Partnership").

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the Partnership shall be located at CNL Center at City Commons, 450 South Orange Avenue, Orlando, Florida 32801 or at such other place or places as the General Partner shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS. The address of the Partnership's registered office in the State of Florida is CNL Center at City Commons, 450 South Orange Avenue, Orlando, Florida 32801. The Partnership's registered agent at that address is Robert A. Bourne.

4. NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER. The name of the sole general partner of the Partnership is CNL LLB GP Holding Corp., a Florida corporation. The address of the sole general partner is CNL Center at City Commons, 450 South Orange Avenue, Orlando, Florida 32801. *P-107540*

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP. The mailing address of the Partnership is CNL Center at City Commons, 450 South Orange Avenue, Orlando, Florida 32801 or such other place as the General Partner shall from time to time determine.

6. TERMINATION OF THE LIMITED PARTNERSHIP. The Partnership shall be dissolved on December 31, 2100, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

7. SEPARATE EXISTENCE. The Partnership shall at all times maintain its separate and distinct legal existence and shall at all times:

(a) conduct its business from an office that is separate and distinct from that of any other person, even if such office space is subleased from, or is on or near premises occupied by, another entity;

(b) maintain and use stationery and checks bearing its own name;

(c) maintain separate records and books of account from those of any other person;

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- (d) cause its financial statements to be prepared in a manner that indicates the separate existence of the Partnership and its assets and liabilities; provided, however, that nothing contained herein shall prohibit the inclusion of the Partnership in consolidated financial statements with other entities so long as the Partnership's separate legal existence is noted in any such statements;
- (e) not commingle its assets with those of any other person;
- (f) pay all employees, consultants or agents of the Partnership, and any other operating expenses or liabilities incurred by the Partnership, from the assets of the Partnership;
- (g) maintain an arm's length relationship with every other person;
- (h) hold all of its assets in its own name and maintain all of its financial records and its deposits and other bank accounts separate from any other person;
- (i) compensate all of its employees, officers, consultants and agents for services provided to it by such persons, and reimburse any other person in respect of services provided to it by employees, officers, consultants and agents for services provided to it by them, from the assets of the Partnership, and maintains a sufficient number of employees in light of its contemplated business operations;
- (j) account for and manage all of its liabilities separate and apart from that of any other person;
- (k) allocate, on an arm's length basis, all shared corporate operating services, leases and expenses, including, without limitation, those associated with the services of shared consultants and agents and shared computer equipment and software;
- (l) maintain adequate capitalization in light of its business and purpose;
- (m) conduct all of its business, whether orally or in writing, solely in its own name, and require that its employees, if any, when conducting its business, identify themselves as such and not as employees of any other person, and otherwise holds itself out to the public and to creditors as a legal entity, separate and distinct from all other entities;
- (n) not pledge its assets for the benefit of any other person or guaranty or otherwise become liable for any obligations of any of its affiliates or any other person, or hold out its credit as being available to satisfy the obligations, or otherwise become responsible for the debts, of any other person or for decisions or actions with respect to the affairs of any other person, excepting any such pledge of assets or guaranty in favor of any lender of the Partnership and such Lender's participants and their respective successors and assigns in connection with any construction or warehouse line of credit loan made to the Partnership.

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(o) not transfer any funds to any other person except (i) in connection with transactions conducted on an arm's length basis, or (ii) as permitted under its Limited Partnership Agreement;

(p) not identify itself as a division or department of any other person;

(q) take such actions as are reasonably necessary to correct any known misunderstanding regarding its separate identity;

(r) observe all formalities of a Florida limited partnership; and

(s) not acquire the obligations or securities of any of its affiliates or partners or affiliates of partners.

EXECUTED this 16th day of November, 2000.

GENERAL PARTNER

CNL LLB GP HOLDING CORP., a Florida
corporation

By: 

Name: Robert A. Bourne

Its: President

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AFFIDAVIT OF LIMITED PARTNER'S CONTRIBUTION

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contribution of the Limited Partner of CNL LLB LP Holding, Ltd. is \$4,950.00. No additional capital contributions by the Limited Partner are presently required.

FURTHER AFFIANT SAYETH NOT.

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

EXECUTED this 16th day of November, 2000.

GENERAL PARTNER

CNL LLB GP HOLDING CORP., a Florida
corporation

By: 

Name: Robert A. Bourne

Its: President

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MIAMI, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Robert A. Bourne, accepts his designation as Registered Agent for CNL LLB LP Holding Ltd. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 16th day of November, 2000.



Robert A. Bourne, Registered Agent

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