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AUTHORIZATION :

Patricia Piguet

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02 MAY 23 PM 12:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 23, 2002

ORDER TIME : 10:23 AM

ORDER NO. : 593587-005

CUSTOMER NO: 4320229

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CUSTOMER: Ceil G. Petersson, Legal Asst
Kilpatrick Stockton, LLP

1100 Peachtree Street
Suite 2800
Atlanta, GA 30309

DOMESTIC FILING

BK

NAME: CARTER/CNL LEGACY PLACE, ~~LLP~~ LTD

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

File First

RECEIVED
02 MAY 23 PM 1:18
DEPARTMENT OF STATE
CORPORATION DIVISION
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CARTER/CNL LEGACY PLACE, LTD.

FILED
02 MAY 23 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Carter Equity Legacy Place, L.L.C., a Georgia limited liability company, as general partner, 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 Uniform Limited Partnerships laws.

1. NAME OF PARTNERSHIP. The name of the partnership shall be CARTER/CNL LEGACY PLACE, [^]LTD. (the "Partnership").

2. MAILING ADDRESS OF THE PARTNERSHIP. The mailing address of the Partnership is 1275 Peachtree Street, N.E., Atlanta, Georgia 30309, or such other place as the General Partner shall from time to time determine. This is also the Partnership's principal office address.

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 1201 Hays Street, Tallahassee, Florida 32301. The Partnership's registered agent at that address is Corporation Service Company.

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4. NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER. The name of the sole general partner of the Partnership is Carter Equity Legacy Place, L.L.C., a Georgia limited liability company. The business address of the sole general partner is 1275 Peachtree Street, N.E., Atlanta, Georgia 30309.

5. TERMINATION OF THE PARTNERSHIP. The Partnership shall be dissolved on December 31, 2040, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

EXECUTED this 20 day of May, 2002.

CARTER EQUITY LEGACY PLACE, L.L.C., a
Georgia limited liability company

By: Carter & Associates Enterprises, Inc., a
Georgia corporation, as Manager

By: Thomas D. Senkbeil
Name: Thomas D. Senkbeil
Title: President

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Corporation ^{Ltd.} Service Company, accepts its designation as Registered Agent for Carter/CNL Legacy Place, [^] and the obligations imposed on it as Registered Agent pursuant to the Florida Uniform Limited Partnerships laws, Florida Statutes, Chapter 620.

EXECUTED this 23rd day of May, 2002.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

Name: _____

Title: Deborah D. Skipper
Asst. V. Pres.

FILED
MAY 23 PM 12:39
STATE OF FLORIDA
TALLAHASSEE

AFFIDAVIT OF LIMITED PARTNER'S CONTRIBUTION

Pursuant to the provisions of the Florida Uniform Limited Partnerships laws, Chapter 620.108, the undersigned, Carter Equity Legacy Place, L.L.C., a Georgia limited liability company, as general partner, certifies that the capital contribution of the Limited Partner of Carter/CNL Legacy Place, [↖] may be \$20,000,000.00. No additional capital contributions by the Limited Partner are presently required.

Ltd.

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 20 day of May, 2002.

CARTER EQUITY LEGACY PLACE, L.L.C., a
Georgia limited liability company

By: Carter & Associates Enterprises, Inc., a
Georgia corporation, as Manager

By: Thomas D. Senkbeil
Name: Thomas D. Senkbeil
Title: President

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