

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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

From:
Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 648-8920

FLORIDA LIMITED PARTNERSHIP

CNL LEGACY PLACE, LTD.

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Estimated Charge	\$1,846.25

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
CNL LEGACY PLACE, LTD.

The undersigned, hereby makes, acknowledges 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 for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP. The name of the partnership shall be CNL LEGACY PLACE, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 400 East South Street, 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:

Robert A. Bourne
400 East South Street
Orlando, Florida 32801

4. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER:

CNL Legacy Place, Inc.
400 East South Street
Orlando, Florida 32801

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP:

400 East South Street
Orlando, Florida 32801

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6. TERM. The term of the partnership shall commence on the date of the filing of this Certificate and shall continue in existence until December 31, 2050, and from year to year thereafter unless sooner dissolved and terminated as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 30th day of September, 1999.

GENERAL PARTNER:

CNL Legacy Place, Inc.

By: 

Robert A. Bourne, President

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SECRETARY OF STATE
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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Robert A. Bourne, accepts his designation as Registered Agent for CNL LEGACY PLACE, 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 30th day of September, 1999.



Robert A. Bourne, Registered Agent

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contributions of the Limited Partners of CNL LEGACY PLACE, LTD. are \$9,900.00 to date. Additional contributions by the limited partners in the amount of \$1,683,000.00 are anticipated, but not 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 30th day of September 1999.

GENERAL PARTNER:

CNL Legacy Place, Inc.

By: 

Robert A. Bourne, President

FILED
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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

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