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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)205-0383

From:

LINDA A. SCARCELLI

Account Name : CNL FINANCIAL GROUP, INC.  
Account Number : 113615003626  
Phone : (407) 650-1000  
Fax Number : (407) 650-1065

AL

**FOREIGN LIMITED PARTNERSHIP**

**CNL Retirement - AM/Illinois LP**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$148.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 FEB -6 11:31 AM

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Florida Department of State, Sandra B. Mortham, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**1. CNL Retirement - AM/Illinois LP

(Name of limited partnership as it is in the home state)

2. \_\_\_\_\_

(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware

(State of Formation)

4. 2/4/02

(Date of Formation)

5. Phillip M. Anderson

(Name of Registered Agent for Service of Process)

6. 450 So. Orange Avenue

(Street Address of Registered Office)

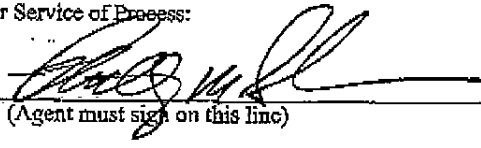
Orlando

(City)

Florida 32801-3336

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

  
(Agent must sign on this line)8. 450 So. Orange AvenueOrlando, FL 32801-3336

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

CNL Retirement - GP/Illinois Corp.450 So. Orange Avenue, Orlando, FL 32801-3336F02-9410. 450 So. Orange Avenue, Orlando, FL 32801-3336

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. P. O. Box 4920

Orlando, FL 32801-4920

(Mailing Address of Limited Partnership)

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

This 4th day of February, 2002

CNL Retirement - AM/Illinois, LP

By: CNL Retirement - AM/Illinois Corp., as General Partner

By: Phillip M. Anderson, Executive Vice President

STATE OF FLORIDA

COUNTY OF ORANGE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 FEB -5

On this 4th day of February, 2002

Phillip M. Anderson

personally appeared before me,

☒ who is personally known to me☐ whose identity I proved on the basis of \_\_\_\_\_

Linda A. Scarcell  
(Notary Public Signature)



Linda A. Scarcell

My Commission CC617679

Expires April 26, 2003

(Notary's Printed Name)

Seal

My Commission Expires: \_\_\_\_\_

# AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Phillip M. Anderson, EVP of CNL Retirement - GP/Illinois Corp.  
as general partner of CNL Retirement - AM/Illinois, LP, a (an) Delaware  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 4,950.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

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

This 4th day of February, 19 2002.

CNL Retirement AM/Illinois LP

By: CNL Retirement GP/Illinois Corp., as General Partner

By: Phillip M. Anderson  
Executive Vice President

02 FEB-5

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STATE OF FLORIDA

COUNTY OF ORANGE

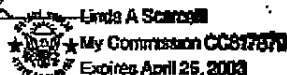
On this 4th day of February, 2002.

Phillip M. Anderson, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

Linda A. Scarsell  
(Notary Public Signature)



(Notary's Printed Name)

Seal

My Commission Expires:

02/05/02 14:39 FAX 407 650 1065

CNL TAX ACCOUNTING

0005

FROM CORPORATION TRUST WILM TEAM #4

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# Delaware

PAGE 1

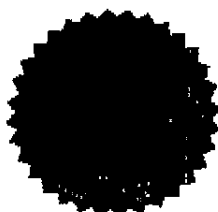
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT - AM/ILLINOIS LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

02 FEB -5

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1596431

DATE: 02-05-02

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