

Division of Corporation

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**B02000000062**

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

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## To:

Division of Corporations

Fax Number : (850) 205-0383

## From:

SUZANNE M. McLAUGHLIN

Account Name : CNL FINANCIAL GROUP, INC.

Account Number : 113615003626

Phone : (407) 650-1000

Fax Number : (407) 650-1065

AL

## FOREIGN LIMITED PARTNERSHIP

CNL Retirement Dartmouth MA, LP

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

DIVISION OF CORPORATION

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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. CNL Retirement Dartmouth MA, 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.")

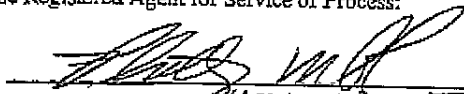
3. Delaware 4. 2/21/2002  
(State of Formation) (Date of Formation)

5. Phillip M. Anderson  
(Name of Registered Agent for Service of Process)

6. 450 S. Orange Avenue  
(Street Address of Registered Office)

- Orlando Florida 32801  
(City) (Zip Code)

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

  
(Agent must sign on this line)

8. 450 S. Orange Avenue, Orlando FL 32801

(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 MAI GP, LLC, 450 S. Orange Avenue, Orlando FL 32801

10. 450 S. Orange Avenue, Orlando FL 32801

(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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TALLAHASSEE, FLORIDA  
02 FEB 28

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12. PO Box 4920, Orlando FL 32802-4920

(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.

Signed this 27<sup>th</sup> day of February, 2002

BY: CNL Retirement MAI GP, LLC, as General Partner

Phillip M. Anderson, General Partner  
Executive Vice President of General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 27<sup>th</sup> 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 \_\_\_\_\_

Suzanne M. McLaughlin  
(Notary Public Signature)

SUZANNE M. McLAUGHLIN

(Notary's Printed Name)

 Suzanne M. McLaughlin  
My Commission OC972520  
Expires October 03, 2004  
Seal

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 FEB 28

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

Phillip M. Anderson, Executive Vice President of  
BEFORE ME the undersigned personally appeared CNL Retirement MAI GP, LLC  
a general partner of CNL Retirement Dartmouth MA, 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 \$ 15,000,000
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.*

Signed this 27<sup>th</sup> day of February, 2002.

BY: CNL Retirement MAI GP, LLC, as General Partner



General Partner  
Phillip M. Anderson, Executive Vice President of General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 27<sup>th</sup> day of February, 2002

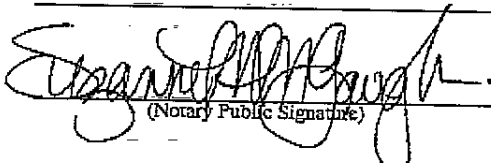
Phillip M. Anderson, personally appeared before me,

☒ who is personally known to me

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

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TALLAHASSEE, FLORIDA

02 FEB 28



SUZANNE M. McLAUGHLIN

(Notary's Printed Name)

Seal

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



Suzanne M. McLaughlin  
My Commission CC972520  
Expires October 03, 2004

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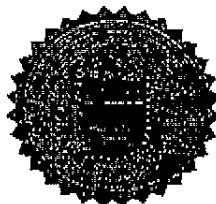
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT DARTMOUTH MA, 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 TWENTY-SECOND DAY OF FEBRUARY, A.D. 2002.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 FEB 28

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1627296

DATE: 02-22-02 H02000046708 2