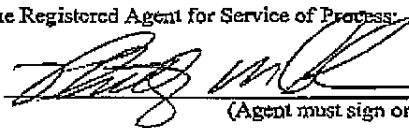


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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. CNL Retirement Clayton OH, 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 MAL 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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 28

CONTINUED

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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 27th 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 27th 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 CC972520
Expires October 03, 2004

Seal

My Commission Expires: _____

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 28

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

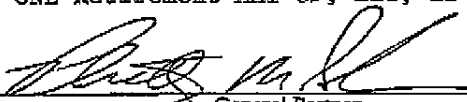
Phillip M. Anderson, Executive Vice President of
BEFORE ME the undersigned personally appeared CNL Retirement MAI GP, LLC,
a general partner of CNL Retirement Clayton OH, LP, a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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 28th day of February, 2002

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


General Partner

Phillip M. Anderson, Executive Vice President of General Partner

02 FEB 28

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

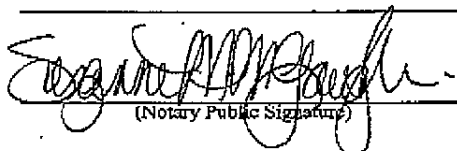
COUNTY OF ORANGE

On this 28th 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 _____


(Notary Public Signature)

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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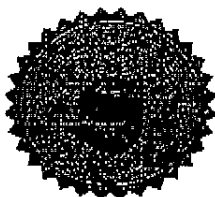
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT CLAYTON OH, 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: 1627280

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DATE: 02-22-02