

Division of Corporations

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Florida Department of State
Division of Corporations
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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

FOREIGN LIMITED PARTNERSHIP

CNL Retirement - AM/Tennessee, LP

BK

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

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

1. CNL Retirement - AM/Tennessee, LP
(Name of limited partnership as it is in the home state)
2. CNL Retirement - AM/Tennessee, LP, a Delaware Limited Partnership
(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. 09/24/2002
(State of Formation) (Date of Formation)

5. Linda A. Scarcelli
(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 - GP/Tennessee Corp., 450 S. Orange Ave, Orlando FL 32801

F02000004901

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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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 25 day of September, 2002Linda A. Scarcelli, ^{General Partner} Assistant Secretary of General PartnerSTATE OF FLORIDACOUNTY OF ORANGEOn this 25th day of September, 2002

Linda A. Scarcelli, personally appeared before me,

☒ who is personally known to me☐ whose identity I proved on the basis of _____
(Notary Public Signature)Suzanne M. McLaughlin
My Commission CC972520
Expires October 03, 2004Suzanne M. McLaughlin
(Notary's Printed Name)

Seal

My Commission Expires: _____

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

Linda A. Scarcelli, Assistant Secretary of
BEFORE ME the undersigned personally appeared CNL Retirement - GP/Tennessee Corp.
a general partner of CNL Retirement - AM/Tennessee, 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 \$ 4,950.00.
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 25 day of September, 2002.

BY: CNL Retirement - GP/Tennessee Corp., as
General Partner

Linda A. Scarcelli
Linda A. Scarcelli, Assistant Secretary of General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 25th day of September, 2002

Linda A. Scarcelli, 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: _____

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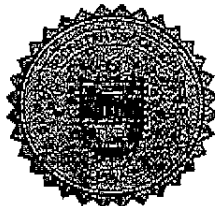
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT - AM/TENNESSEE" 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-FOURTH DAY OF SEPTEMBER, A.D. 2002.

FILED
02 SEP 26 AM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1998633

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DATE: 09-24-02