

**B020000000383**

Florida Department of State  
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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

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**FOREIGN LIMITED PARTNERSHIP**

**CNL Retirement MA3 Kentucky, LP**

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

**B02-383**  
*OK*

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

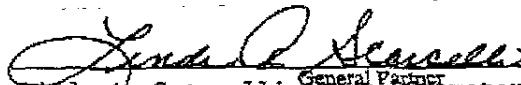
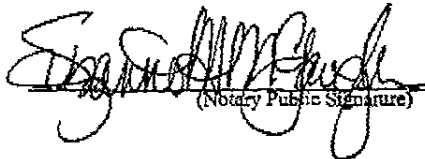
1. CNL Retirement MA3 Kentucky, LP  
(Name of limited partnership as it is in the home state)
2. \_\_\_\_\_  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;  
must contain the word "LIMITED" or "LTD.")
3. Delaware 4. 11/19/2002  
(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 MA3 GP Holding, LLC, 450 S. Orange Ave, Orlando FL 32801  
MO2-3114
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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

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 20th day of November, 2002Linda A. Scarcelli, <sup>General Partner</sup> Asst. Secretary of General PartnerSTATE OF FLORIDACOUNTY OF ORANGEOn this 20th day of November, 2002Linda 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

(Notary's Printed Name)

Seal

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



Suzanne M. McLaughlin

My Commission CC#72520

Expires October 03, 2004

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# AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

Linda A. Scarcelli, Asst. Secretary of  
BEFORE ME the undersigned personally appeared CNL Retirement MA3 GP Holding, LLC  
a general partner of CNL Retirement MA3 Kentucky, 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 20th day of November, 2002.

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

STATE OF FLORIDA

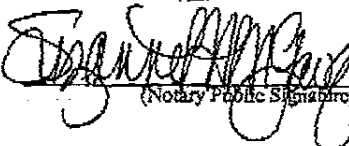
COUNTY OF ORANGE

On this 20th day of November, 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

(Notary's Printed Name)

Seal

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



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

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# Delaware

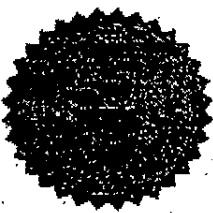
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT MAB KENTUCKY, 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 TWENTIETH DAY OF NOVEMBER, A.D. 2002.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

AUTHENTICATION: 2100418

DATE: 11-20-02

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