

**B02000000389**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H02000230054 7)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

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 MA2 Massachusetts, LP**

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

RECEIVED

02 NOV 25 AM 10:33

DIVISION OF CORPORATION

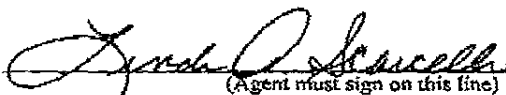
FILED

02 NOV 25 PM 3:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H02000230054 7

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

1. CNL Retirement MA2 Massachusetts, 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 MA2 GP Holding, LLC | 450 S. Orange Ave, 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.

CONTINUED

H02000230054 7

FILED  
02 NOV 25 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H02000230054 7

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, 2002

Linda A. Scarcelli, Asst. Secretary of GP

STATE 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 \_\_\_\_\_SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 NOV 25 PM 3:42

FILED



(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

H02000230054 7

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

Linda A. Scarcelli, Asst. Secretary of  
BEFORE ME the undersigned personally appeared CNL Retirement MA2 GP Holding, LLC  
a general partner of CNL Retirement MA2 Massachusetts, 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 GP

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

**FILED**  
02 NOV 25 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H02000230054 7

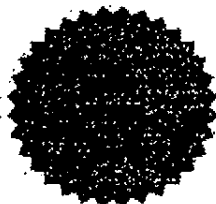
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT MA2 MASSACHUSETTS, 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.

FILED  
02 NOV 25 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



3592960 8300

020713263

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2100285

DATE: 11-20-02

H02000230054 7