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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

DIVISION OF CORPORATION

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FOREIGN LIMITED PARTNERSHIP

CNL Retirement MA3 Pennsylvania, LP

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 MA3 Pennsylvania, 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  
102-3114
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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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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 20th day of November, 2002

Linda A. Scarcelli  
General Partner  
Linda A. Scarcelli, Asst. Secretary of General Partner  
STATE OF FLORIDA

COUNTY 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 \_\_\_\_\_

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Suzanne M. McLaughlin  
(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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**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 Pennsylvania, 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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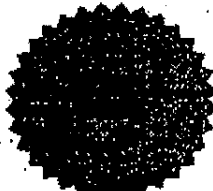
# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT MA3 PENNSYLVANIA, 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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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2100446

DATE: 11-20-02

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