

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

APPROVED AND FILED  
 03 JUN 12 AM 8:42  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

RECEIVED  
 03 JUN 12 PM 3:51  
 DIVISION OF CORPORATION

**FOREIGN LIMITED PARTNERSHIP**

CNL Retirement MA4 Dunwoody GA, LP

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

*Handwritten initials and number: 6-1303*

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

1. CNL Retirement MA4 Dunwoody GA, 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 (State of Formation) 4. 5/14/2003 (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:

[Signature of Linda A. Scarcelli] (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 MA4 GP Holding, LLC, 450 S. Orange Ave, Orlando FL 32801

MB0000001611

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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

AND FILED 03 JUN 12 AM 8:42 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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 3rd day of June 2003

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

STATE OF FLORIDA

COUNTY OF ORANGE

On this 3rd day of June 2003

Linda A. Scarcelli, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of

03 JUN 12 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

BEFORE ME the undersigned personally appeared Linda A. Scarcelli, Asst Secretary of CNL Retirement MA4 GP Holding, LLC  
a general partner of CNL Retirement MA4 Dunwoody GA, 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 \$ 16,000,000
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,950.

*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 3rd day of June, 2003.

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

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ORANGE

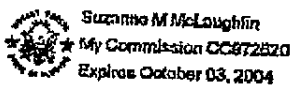
On this 3rd day of June, 2003

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)

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



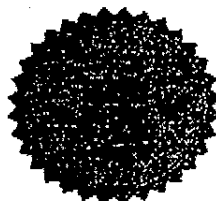
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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT MA4 DUNWOODY GA, 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-EIGHTH DAY OF MAY, A.D. 2003.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2440138

DATE: 05-28-03

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