

10/29/03 13:33 FAX 407 650-1065
Division of Corporations

CNL TAX ACCOUNTING

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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: **AMY J. PATTERSON**
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FOREIGN LIMITED PARTNERSHIP

CNL Retirement Eden2, LP

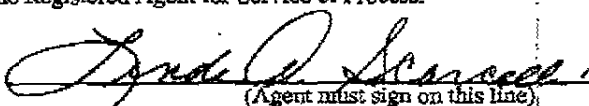
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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. CNL Retirement Eden2, 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. October 7, 2003
(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 32801-3336
(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 32801-3336
(Address of registered office required in state of formation or, if not required, address of principal office)
- | 9. NAMES OF GENERAL PARTNERS | STREET ADDRESS |
|-------------------------------------|---|
| <u>CNL Retirement Eden2 GP, LLC</u> | <u>450 S. Orange Ave., Orlando, FL 32801-3336</u> |
| <u>MO3-3460</u> | |
10. 450 S. Orange Ave., Orlando, FL 32801-3336
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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TALLAHASSEE FLORIDA

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CNL TAX ACCOUNTING

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12. P.O. 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 10th day of October, 2003

By: Stuart J. Beebe, General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 10th day of October, 2003

Stuart J. Beebe, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Amy J. Patterson
(Notary Public Signature)

Amy J. Patterson

(Notary's Printed Name)

Seal - My Commission Expires: _____



Amy J. Patterson
My Commission DD0203736
Expires June 27, 2007

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Stuart J. Beebe, EVP of CNL Retirement Eden2
a general partner of CNL Retirement Eden2, 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 \$ 196,800,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,950.00.

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 15th day of October, 2003

By: CNL Retirement Eden2 GP, LLC, as Gen. Partner

Stuart J. Beebe
By: Stuart J. Beebe, as EVP of General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 15th day of October, 2003

Stuart J. Beebe, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Amy J. Patterson
(Notary Public Signature)

Amy J. Patterson

(Notary's Printed Name)

Seal

My Commission Expires: _____



Amy J. Patterson
My Commission DD0203738
Expires June 27, 2007

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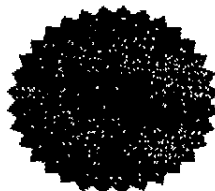
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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT EDEN2, 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 THIRTEENTH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



3712912 8300

030656168

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2685666

DATE: 10-13-03

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