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Florida Department of State
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To:

Division of Corporations
 Fax Number : (850) 205-0383
AMY J. PATTERSON

From:

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 HB2 Sun City AZ, LP

Certificate of Status	1
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TC
 \$4,950.00

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

1. CNL Retirement HB2 Sun City AZ, 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. January 7, 2004
(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>not 000000233</u> | |
| <u>CNL Retirement HB2 Sun City AZ GP, LLC</u> | <u>450 S. Orange Ave., Orlando, FL 32801</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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. P.O. Box 4920Orlando, 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.

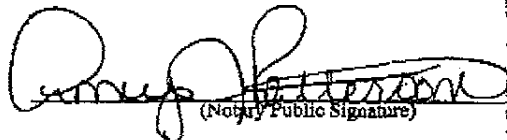
Signed this 13th day of January, 2004

STATE OF FLORIDACOUNTY OF ORANGE

On this 13th day of January, 2004

Robert A. Bourne

, personally appeared before me,

☒ who is personally known to me☐ whose identity I proved on the basis of _____
(Notary Public Signature)Amy J. Patterson

(Notary's Printed Name)

Seal

My Commission Expires: _____



Amy J. Patterson
My Commission 000200736
Expires June 27, 2007

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Robert A. Bourne, Manager of the
a general partner of CNL Retirement HB2 Sun City AZ, 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 \$ 51,600,000.00.
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 13th day of January, 2004.



STATE OF FLORIDA

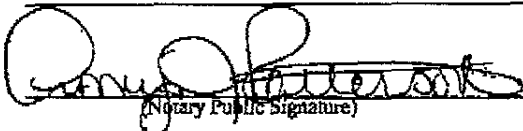
COUNTY OF ORANGE

On this 13th day of January, 2004,

Robert A. Bourne, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Amy J. Patterson

(Notary's Printed Name)

Seal My Commission Expires: _____



Amy J. Patterson
My Commission DD0203735
Expires June 27, 2007

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Delaware

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The First State

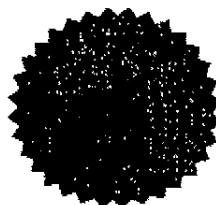
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT HB2 SUN CITY AZ, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JANUARY, A.D. 2004.

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SECRETARY OF STATE
DELAWARE

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2860120

DATE: 01-09-04

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