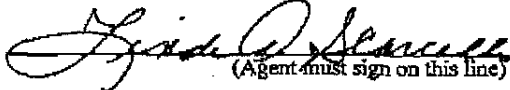


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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**04 JAN 21 AM 9:01
TALLAHASSEE, FLORIDA

1. CNL Retirement HB2 Palm Beach Gardens FL, 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>CNL Retirement HB2 Palm Beach Gardens FL GP, LLC</u> | <u>m04000000237</u> |
| <u>450 S. Orange Ave., Orlando, FL 32801-3336</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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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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04 JAN 21 AM 9:01

TALLAHASSEE STATE
FLORIDA

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 13th day of January, 2004STATE OF FLORIDACOUNTY OF ORANGEOn this 13th day of January, 2004Robert 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 D00203735
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. Boume, Manager of the
a general partner of CNL Retirement HB2 Palm Beach Garde 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 \$ 67,800,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 71,200,000.00

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. Boume, 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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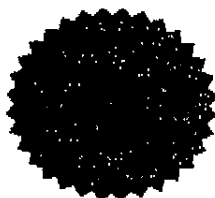
Delaware

*The First State*PAGE 04 JAN 21 2005
TALLAHASSEE STATE
FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT HB2 PALM BEACH GARDENS FL, 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.

3750735 8300

040012515

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2861633

DATE: 01-09-04

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