CNL TAX ACCOUNTING

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To:

Division of Corporations

Fax Number

: (850)205-0383

From 2

AMY J. PATTERSON

Account Name : CNL FINANCIAL GROUP, INC.

Account Number : 113615003626 Phone : (407)650-1000

Fax Number : (407)650-1065

RECEIVED
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FOREIGN LIMITED PARTNERSHIP

CNL Retirement HB2 Palm Beach Gardens FL, LP

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

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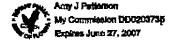
APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR 21 44 9:01 AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

CNL Retirement HB2 Paim Beach Gardens FL, LP (Name of limited partnership as it is in the home state) (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.") Delaware January 17, 2004 (State of Formation) (Date of Formation) Linda A. Scarcelli (Name of Registered Agent for Service of Process) 450 S. Orange Avenue (Street Address of Registered Office) Orlando (City) (Zip Code) Acceptance by the Registered Agent for Service of Process: Agent must sign on this line 450 S. Orange Avenue Orlando, FL 32801-3338 (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 HB2 Palm Beach Gardens FL GP, LLC Mn40000000337 450 S. Orange Ave., Orlando, FL 32801-3336 450 S. Orange Ave., Orlando, FL 32801-3336 (Office where Names, Addresses and Contributions of Limited Partners are kept.)

CONTINUED

11. The limited partnership will undertake to keep the records listing the abdresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or

04 18:40 FAX 407 650 1065 CNL TAX ACCOUNTING	₫ 003
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12. P.O. Box 4920	TO GEO TO THE PART OF THE PART
Orlando, FL 32802-4920	TALLAH SEC FLUI
(Mailing Address of Limited Partnership)	
Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and and that the facts stated herein are true and correct.	l know the contents thereof
Signed this 13th day of January 20	04
M	·
STATE OF FLORIDA	
COUNTY OF ORANGE	
On this 3 day of January 2004	
Robert A. Bourne	y appeared before me,
who is personally known to me	3
	•
whose identity I proved on the basis of	
On Ottoron	
Amy J. Patterson (Notary's Printed Name)	
Scal My Commission Expires:	



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AFFIDAVIT OF CAPITAL CO	NTRIBUTIONS FOR A	A FOREIĜN LIMITED
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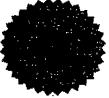
	Manager of the
BEFORE ME the undersigned personally appeared Robert A. Bourne,	Manager of the
a general partner of CNL Retirement HB2 Palm Beach Garde	
limited partnership, hereinafter referred to as the "Partnership", who certifies a	s follows:
1. The amount of capital contributions of the limited partners is S 67, 80	p. 000.00
2. The anticipated amount of the capital contributions of the limited partners to transacting business in Florida is \$ \frac{11,200,000}{200},000	hat are allocated for the purposes of
Under the penalties of perjury I, being duly sworn, declare that I have read the that the facts stated herein are true and correct.	e foregoing and know the contents thereof and
Signed this 13th day of January 2004	
STATE OF FLORIDA	
COUNTY OF ORANGE	
On this 13th day of January	2004
Robert A. Bourne	pnally appeared before me,
who is personally known to me whose identity I proved on the basis of	
AFT (Capital Formation)	
Amy J. Patierson (Notary's Printed Name)	
Scal My Commission Expires:	and a

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Delaware PAGE CA IANO

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT HB2 PAIM 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.



AUTHENTICATION: 2861633

DATE: 01-09-04

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