

B04000000018

04 JAN 21 AM 9:04

**Florida Department of State
Division of Corporations
Public Access System**

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000014584 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

RECEIVED
04 JAN 22 AM 8:00
DIVISION OF CORPORATION

FOREIGN LIMITED PARTNERSHIP

CNL Retirement HB2 Sarasota FL, LP

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

Electronic Filing Menu

Corporate Filing

Public Access Help

H04000014584 3

04 JAN 21 AM 9:04

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

STATE
TALLAHASSEE, FLORIDA

1. CNL Retirement HB2 Sarasota 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 32801-336
(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
CNL Retirement HB2 Sarasota FL GP, LLC	450 S. Orange Ave., M04000000236
Orlando, FL 32801-3336	

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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

H04000014584 3

H04000014584 3

04 JAN 21 AM 9:

STATE OF FLORIDA
TALLAHASSEE, FLOR.

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 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

H04000014584 3

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

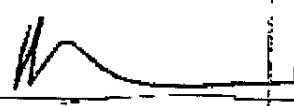
SEC. OF STATE
TALLAHASSEE
FLORIDA

BEFORE ME the undersigned personally appeared Robert A. Bourne, Manager of the
a general partner of CNL Retirement HB2 Sarasota FL, 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 \$ 35,900,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 37,700,000.00

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

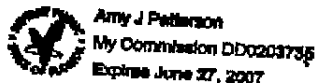
Robert A. Bourne personally appeared before me,

- 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: _____



H04000014584 3

H04000014584 3

Delaware

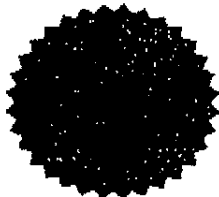
PAGE 1

JAN 21 2004

The First State

DELAWARE STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT HB2 SARASOTA 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 EIGHTE DAY OF JANUARY, A.D. 2004.



3749758 8300

040012518

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2857013

DATE: 01-08-04

H04000014584 3