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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

FOREIGN LIMITED PARTNERSHIP

CNL Retirement HB2 Largo FL, LP

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

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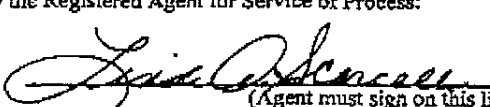
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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. CNL Retirement HB2 Largo 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 Largo FL GP, LLC</u> | <u>450 S. Orange Ave., Orlando, FL 32801</u> |
| <u>m04000000241</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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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 4920

Orlando, FL 32802-4920

(Mailing Address of Limited Partnership)

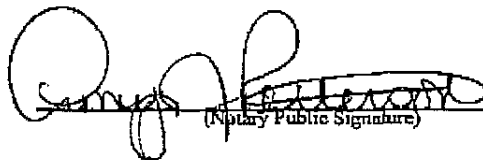
Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

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 _____

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FILED
CLERK OF DISTRICT COURT
JAN 22 2004
ORANGE COUNTY, FLORIDA
(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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H04000014572 3

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 Largo 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 \$ 64,100,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 67,300,000.00

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.

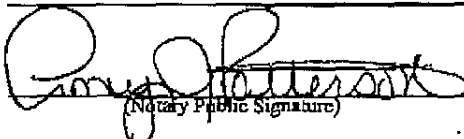
Signed this 13th day of January 2004

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: _____



Amy J. Patterson
My Commission 000203735
Expires June 27, 2007

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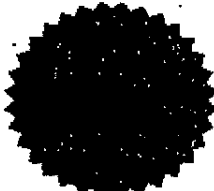
Delaware

PAGE 1

The First State

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

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DELAWARE

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2857118

DATE: 01-08-04

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