

Division of Corporations

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Florida Department of State
Division of Corporations
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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

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN LIMITED PARTNERSHIP

CNL Retirement Sun2 Des Peres MO, LP

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$148.75

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

1. CNL Retirement Sun2 Des Peres MO, 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. March 11, 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 |
|--|----------------|
| CNL Retirement Sun2 Missouri GP, LLC | ✓ M041124 |
| 450 S. Orange Ave., 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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

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CNL TAX ACCOUNTING

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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 23rd day of March, 2004

By: ENL Retirement Sub2 Missouri GP, LLC, as General Partner

By: Steven M. Wortman, VP of Finance of General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

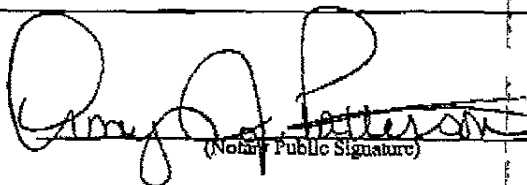
On this 23rd day of March, 2004

Steven M. Wortman

, 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 ID00209739
Expires June 27, 2007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Steven M. Wortman, SVP of Finance of the
a general partner of CNL Retirement Sun2 Des Peres MO, LP (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 \$ 24,500,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4950.00

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 23rd day of March, 2004

By: CNL Retirement Sun2 Missouri GP, LLC, as General Partner

[Signature]
By: Steven M. Wortman, VP of Finance of General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 23rd day of March, 2004

Steven M. Wortman, personally appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

Amy J. Patterson

(Notary's Printed Name)

Seal My Commission Expires: _____



Amy J. Patterson
My Commission DD0203795
Expires June 27, 2007

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Delaware

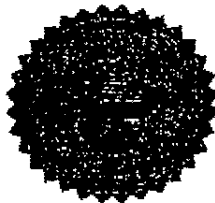
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT SUNZ DES PERES MO, 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 ELEVENTH DAY OF MARCH, A.D. 2004.

3775991 8300

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Harriet Smith Windsor
HARRIET SMITH WINDSOR

DATE: 03-11-04

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