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(((H04000072949 3)))

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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

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2004 APR -7 AM 9:18
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TALLAHASSEE, FLORIDA

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FOREIGN LIMITED PARTNERSHIP

CNL Retirement MOP Largo FL, LP

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

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H04000072949 3

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

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1. CNL Retirement MOP 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 (State of Formation) 4. March 24, 2004 (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 (City), Florida 32801-3336 (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 MOP B Pack GP, LLC 450 S. Orange Ave., Orlando, FL 32801
#M04000001288

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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

H04000072949 3

12. P.O. Box 4920

Orlando, FL 32802-4920

(Mailing Address of Limited Partnership)

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TALLAHASSEE, FLORIDA

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 30th day of March, 2004.

Steven M. Wortman, Vice President of Finance

STATE OF FLORIDA

COUNTY OF ORANGE

On this 30th 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 DD020379
Expires June 27, 2007

H04000072949 3

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Steven M. Wortman, VP of Finance of the a general partner of CNL Retirement MOP 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 $33,500,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is $33,500,000.00

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 30th day of March, 2004.

Steven M. Wortman, Vice President of Finance

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

On this ____ day of ____, 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 DD0205735
Expires June 27, 2007