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Division of Corporations

Page 1

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Florida Department of State
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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

RECEIVED
DIVISION OF CORPORATIONS
FLORIDA

APR 8 2004

04/08

FOREIGN LIMITED PARTNERSHIP

CNL Retirement MOP Denver CO, LP

Certificate of Status	1
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Page Count	04
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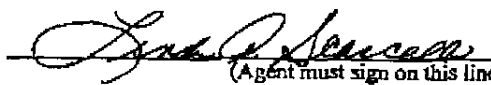
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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. CNL Retirement MOP Denver CO, 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 29, 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 MOP Denver CO GP, LLC 450 S. Orange Ave., Orlando, FL 32801
1104-1297
10. 450 S. Orange Avenue, 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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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)

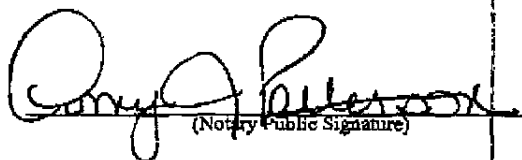
Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 7th day of April, 2004.

By: CNL Retirement MOP Denver CO GP, LLC, as General Partner

By: Steven M. Wortman, VP of Finance of GPSTATE OF FLORIDACOUNTY OF ORANGEOn this 7th day of April, 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 D00203735
Expires June 27, 2007

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FROM CORPORATION TRUST WILM TEAM #2

(WED) 3.24'

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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 MOP DENVER CO, 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 TWENTY-FOURTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CNL RETIREMENT MOP DENVER CO, LP" WAS FORMED ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2004.

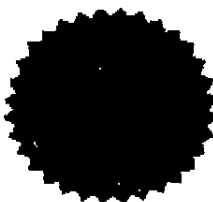
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

DELAWARE
SECRETARY OF STATE
04/08/04

04/08/04

3781431 8300

040217530

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3010082

DATE: 03-24-04

H04000073929 3

H04000073929 3

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Steven M. Wortman, VP of Finance of
a general partner of CNL Retirement MOP Denver CO, 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 \$ 10,900,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 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 7th day of April, 2004.

By: CNL Retirement MOP Denver CO GP, LLC, as General Partner

Steven M. Wortman, VP of Finance of GP

STATE OF FLORIDA

COUNTY OF ORANGE

On this 7th day of April, 2004.

Steven M. Wortman, personally appeared before me,

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

Amy J. Patterson
(Notary Public Signature)

Amy J. Patterson

(Notary's Printed Name)



Amy J. Patterson
My Commission D00203736
Expires June 27, 2007

Seal My Commission Expires: _____

H04000073929 3