

BOX 000000155

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
TALLAHASSEE, FLORIDA

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FOREIGN LIMITED PARTNERSHIP

CNL Retirement MOP, LP

Certificate of Status	1
Certified Copy	1
Page Count	04
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BOX-155
JL

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

1. CNL Retirement MOP, 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 24, 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 GP, LLC 450 S. Orange Avenue, Orlando, FL 32801-3336
- 1103-2979
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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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.

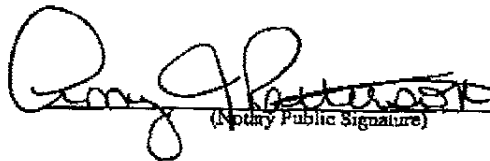
Signed this 7th day of April, 2004

Steven M. Wortman, Vice President of Finance of General Partner

STATE 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 000203736
Expires June 27, 2007

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NOTARY PUBLIC
STATE OF FLORIDA

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04/08/04 09:33 FAX 407 650 1085

CNL TAX ACCOUNTING

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FROM CORPORATION TRUST WILM TEAM #2

(WED) 3. 24' 04 17:36/ST. 17:34/.

Delaware

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The First State

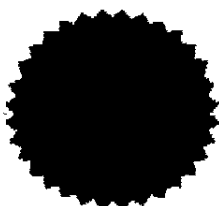
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT MOP, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF MARCH, A.D. 2004.

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

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3010042

DATE: 03-24-04

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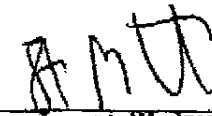
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Steven M. Wortman, VP of Finance of the
a general partner of CNL Retirement MOP, 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 \$ 295,312,000.00
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



Steven M. Wortman, Vice President of Finance of General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 7th day of April, 2004

Steven M. Wortman

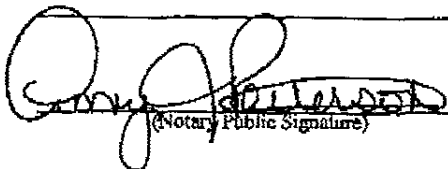
personally appeared before me,

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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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