

04/29/04 FAX 4 650 CNL FINANCIAL GROUP, INC. 005
Division of Corporations
B04000000184

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000093150 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0383
Eliza J. Bardin
From: Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

RECEIVED

04 APR 29 PM 1:36

DIVISION OF CORPORATION

FOREIGN LIMITED PARTNERSHIP

CNL Resort Lake Lanier, LP

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,837.50

04 APR 29 PM 12:44

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

4/30/04

Electronic Filing Manual

Corporate Filing

Public Access Help

H04000093150 3

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

1. CNL Resort Lake Lanier, 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. 04/15/1996
(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
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
Linda A. Scarcelli
By: [Signature]
(Agent must sign on this line)
8. 450 S. Orange Avenue, Orlando, FL 32801
(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 Resort Hospitality GP, LLC</u> | <u>450 S. Orange Avenue, Orlando, FL 32801</u> |
| <u>1104-1645</u> | |
10. 450 S. Orange Avenue, Orlando, FL 32801
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

H04000093150 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 APR 29 PM 12:44

04/29/04 09:03 FAX 407 650 1085

CNL TAX ACCOUNTING

003/005

H04000093150 3

12 PO Box 4920, Orlando, FL 32801

(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 27 day of April, 2004

By: John A. Griswold ^{General Partner} of CNL Resort Hospitality GP, LLC
STATE OF Florida as General Partner

COUNTY OF Orange

On this 27 day of April, 2004

John A. Griswold

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 APR 29 PM 12:44

E J Bardin
(Notary Public Signature)



Eliza J. Bardin
My Commission DD309751
Expires March 16, 2008

Eliza J. Bardin

(Notary's Printed Name)

Seal

My Commission Expires: 3-16-08

H04000093150 3

H04000093150 3

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared John A. Griswold, as President of CNL Resort SPE GP, LLC,
general partner of CNL Resort Lake Lanier, 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 \$ 175,000,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 175,000,000.00

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 27 day of April, 2004.

John A. Griswold
General Partner

STATE OF Florida

COUNTY OF Orange

On this 27 day of April, 2004.

John A. Griswold, personally appeared before me,

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

Eliza J. Bardin
(Notary Public Signature)

Eliza J. Bardin
(Notary's Printed Name)



Eliza J. Bardin
My Commission DD30731
Expires March 16, 2008

Seal My Commission Expires: 3-16-08

H04000093150 3

H040000931503

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RESORT LAKE LANIER, 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 TWELFTH DAY OF APRIL, A.D. 2004.

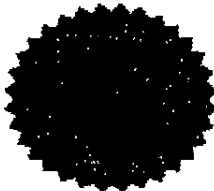
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 APR 29 PM 12:44

2613928 8300

040263870

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3044911

DATE: 04-12-04

H040000931503