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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

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2004 MAY 12 A 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FOREIGN LIMITED PARTNERSHIP

CNL Retirement ER5, LP

Certificate of Status	1
Certified Copy	1
Page Count	04 5
Estimated Charge	$148.75

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TC
$4,950.00

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

1. CNL Retirement ER5, 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. April 27, 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)

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TALLAHASSEE, FLORIDA

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 ER5 GP, LLC	450 S. Orange Ave., Orlando, FL 32801-3338
M04000001788	

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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

12. P.O. Box 4920

Orlando, FL 32801-3336

(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 30th day of April, 2004.

Stuart J Beebe

STATE OF FLORIDA

COUNTY OF ORANGE

On this 30th day of April 2004

Stuart J. Beebe, 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)

Seal My Commission Expires:

Amy J Patterson
My Commission DD0203735
Expires June 27, 2007

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Stuart J. Beebe, Manager of the a general partner of CNL Retirement ER5, 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 $31,800,000.
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 30th day of April, 2004.

Stuart J Beebe

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2004 MAY 12 A 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

On this 30th day of April, 2004,

Stuart J. Beebe 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)

Seal My Commission Expires: _____

Amy J Patterson
My Commission DD0203735
Expires June 27, 2007

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT ER5, 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-EIGHTH DAY OF APRIL, A.D. 2004.

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2004 MAY 12 A 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3795880 8300

040306441

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3077596

DATE: 04-28-04