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## To:

Division of Corporations  
Fax Number : (850)205-0383

Eliza J. Bardin

## From:

Account Name : CNL FINANCIAL GROUP, INC.  
Account Number : 113615003625  
Phone : (407) 650-1000  
Fax Number : (407) 650-1065 540-2699

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DIVISION OF CORPORATION

## FOREIGN LIMITED PARTNERSHIP

CNL KSL Partners, LP

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

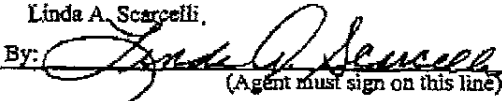
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# APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. CNL KSL Partners, 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. 12/09/2003  
(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:   
(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                                 |
|---------------------------------|--|
| <u>CNL KSL Partners GP, LLC</u> | <u>450 S. Orange Avenue, Orlando, FL 32801</u> |
| <u>M04-2178</u>                 |  |
|                                 |  |
|                                 |  |
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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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12, PO 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 9 day of June, 2004.

*John A. Griswold*

General Partner

John A. Griswold as President of CNL KSL Partners GP, LLC

STATE OF Florida

COUNTY OF Orange

On this 9 day of June, 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 DD300751  
Expires March 16, 2008

Seal

My Commission Expires: \_\_\_\_\_

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# AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared John A. Griswold as President of CNL KSL Partners  
a general partner of CNL KSL Partners, LP, a (an) Delaware GP, LLC  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$126,000,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,975.00.

*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 9 day of June, 2004

John A. Griswold  
General Partner  
John A. Griswold as President of CNL KSL Partners GP, LLC

STATE OF Florida

COUNTY OF Orange

On this 9 day of June, 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  
My Commission DQ360751  
Expires March 16, 2008

Eliza J. Bardin  
(Notary's Printed Name)

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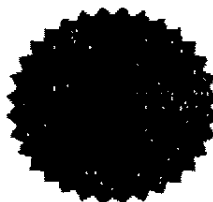
# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL KSL PARTNERS, 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 MAY, A.D. 2004.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3737589 8300

AUTHENTICATION: 3142204

040401851

DATE: 05-28-04

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