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Florida Department of State

Division of Corporations

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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 : 113615003620
Phone : (407)650-1000
Fax Number : (407) ~~650-1055~~ 540-2699

2004 JUN 28 P 3:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUN 28 PM 3:45

FOREIGN LIMITED PARTNERSHIP

CNL Resort Arizona Holdings XI, LP

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

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TC
$4,995.00

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

1. CNL Resort Arizona Holdings XI, 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. 11-20-00 (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 (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

(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 Resort Hospitality GP, LLC — 450 S. Orange Avenue, Orlando, FL 32801

M04000001645

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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

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TALLAHASSEE, FLORIDA

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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 23 day of June, 2004.

General Partner
Barry A. N. Bloom as SVP of CNL Resort Hospitality GP, LLC as GP

STATE OF Florida

COUNTY OF Orange

On this 23 day of June, 2004,

Barry A. N. Bloom, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of

(Notary Public Signature)

Eliza J. Bardin
My Commission DD000751
Expires March 16, 2008

Eliza J. Bardin
(Notary's Printed Name)

Seal My Commission Expires:

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Barry A. N. Bloom, as SVP of CNL Resort Hospitality GP, LLC a general partner of CNL Resort Arizona Holdings XI, 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 $ 5000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is $ 4995.00.

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 23 day of June, 2004.

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TALLAHASSEE, FLORIDA

General Partner
Barry A. N. Bloom as SVP of CNL Resort Hospitality GP, LLC as GP

STATE OF Florida

COUNTY OF Orange

On this 23 day of June, 2004,

Barry A. N. Bloom, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

(Notary Public Signature)

Eliza J. Bardin
My Commission DD300751
Expires March 18, 2008

Eliza J. Bardin
(Notary's Printed Name)

Seal My Commission Expires: _____

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RESORT ARIZONA HOLDINGS XI, 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 SECOND DAY OF APRIL, A.D. 2004.

FILED
2004 JUN 28 P 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3031912

DATE: 04-02-04

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