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Division of Corporations

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Page 1 of 1

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Florida Department of State  
Division of Corporations  
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2005 MAR 21 A 9:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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To:

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

From:

Eliza J. Bardin

Account Name : CNL HOTELS & RESORTS, INC.  
Account Number : I20050000020  
Phone : (407)650-1549  
Fax Number : (407)540-2699

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DIVISION OF CORPORATIONS

FOREIGN LIMITED PARTNERSHIP

CNL Kingdom JV Partners, LP

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

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H05000069684 3  
**FILED****APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**MAR 21 A 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. CNL Kingdom JV 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. \_\_\_\_\_  
(State of Formation) (Date of Formation)
5. Stephanie J. Thomas  
(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:  
Stephanie J. Thomas  
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>m04-1645</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

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12. PO Box 2226, Orlando, FL 32802

2005 MAR 21 A 9:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(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 21 day of March, 2005.



General Partner

Stephanie J. Thomas, Asst Secretary of CNL Resort

STATE OF Florida Hospitality GP, LLC as General Partner

COUNTY OF Orange

On this 21 day of March, 2005.

Stephanie J. Thomas, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

  
(Notary Public Signature)

Eliza J. Bardin

(Notary's Printed Name)

Seal

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



Eliza J. Bardin  
My Commission DD300751  
Expires March 16, 2008

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FILED

# **AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

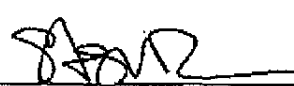
2005 MAR 21 A 9

BEFORE ME the undersigned personally appeared Stephanie J. Thomas, Asst Secretary of CNL Resort  
a general partner of CNL Kingdom JV Partners, LP, a (an) Delaware Hospitality GP, LLC SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 2,450.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,450.00.

*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 21 day of March, 2005.

  
Stephanie J. Thomas, General Partner Assistant Secretary of CNL Resort  
Hospitality GP, LLC as General Partner

STATE OF Florida

COUNTY OF Orange

On this 21 day of March, 2005,

Stephanie J. Thomas, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

  
(Notary Public Signature)

Eliza J. Bardin

(Notary's Printed Name)



Eliza J. Bardin  
My Commission DD360751  
Expires March 18, 2008

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

# Delaware

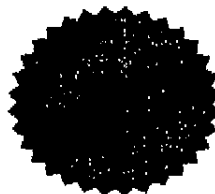
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL KINGDOM JV 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 SIXTEENTH DAY OF MARCH, A.D. 2005.

3940714 8300

050218790



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3747341

DATE: 03-16-05

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