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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 CORPORATION

FOREIGN LIMITED PARTNERSHIP

CNL Wharf Partners, LP

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

1. CNL Wharf 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. 3/30/05
(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:
By: Stephanie J. Thomas
(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 Wharf GP Corp. 450 S. Orange Avenue, Orlando, FL 32801
F05-2077
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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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12. PO Box 2226, Orlando, FL 32802

(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 4th day of April, 2005

[Signature]
General Partner

STATE OF Florida

COUNTY OF Orange

On this 4th day of April, 2005

Stephanie J. Thomas, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

[Signature]
(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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TALLAHASSEE FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Stephanie J. Thomas, Assistant Secretary of CNL
a general partner of CNL Wharf Partners, LP Wharf GP Corp., 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 \$ 4950.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 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 4th day of April, 2005.

[Signature]
General Partner

STATE OF Florida

COUNTY OF Orange

On this 4th day of April, 2005.

Stephanie J. Thomas, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

Eliza J. Bardin
(Notary's Printed Name)



Eliza J. Bardin
My Commission DC300751
Expires March 18, 2008

Seal My Commission Expires: _____

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Delaware

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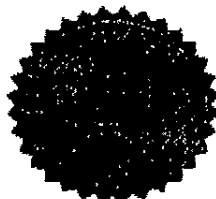
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL WHARF 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 THIRTY-FIRST DAY OF MARCH, A.D. 2005.

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TALLAHASSEE FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3778966

DATE: 03-31-05

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