

**0050000516**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000088357 3)))



H120000883573ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6383  
**AMY J. PATTERSON**

From:

Account Name : CNL FINANCIAL GROUP, INC.  
Account Number : 113615003626  
Phone : (407) 650-1000  
Fax Number : (407) 540-2699

FILED  
2012 APR -4, PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: amy.patterson@cnl.com

**LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION**  
**CNL GATLINBURG PARTNERSHIP, LP**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$52.50

Electronic Filing Menu

Corporate Filing Menu

Help

Originally  
received  
4/4/12

Print 6/28/12

H12000088357 3

**AMENDMENT TO CERTIFICATE OF AUTHORITY  
FOR  
FOREIGN LIMITED PARTNERSHIP OR  
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

CNL Gatlinburg Partnership, LP

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 12/1/11

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

CLP Gatlinburg Partnership, LP

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.*

*Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

CLP Gatlinburg GP, Corp

450 S. Orange Avenue  
Orlando, FL 32801

H12000088357 3

2012 APR -4 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

FO5-6945 ✓

H12000088357 3

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

---

---

---

---

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐

The entity elects to be a limited liability limited partnership.

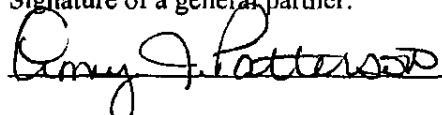
☐

The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: \_\_\_\_\_  
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:



Typed or printed name:

Amy J. Patterson, Authorized Representative of GP

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

H12000088357 3

# Delaware

PAGE 1

*The First State*

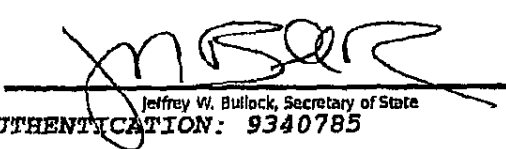
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CNL GATLINBURG PARTNERSHIP, LP", CHANGING ITS NAME FROM "CNL GATLINBURG PARTNERSHIP, LP" TO "CLP GATLINBURG PARTNERSHIP, LP", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2012, AT 9:39 O'CLOCK A.M.

4060307 8100

120108908

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9340785

DATE: 02-03-12

H12000088357 3

08/26/12 09:29 FAX 407 650 1292

CNL CORP COMM

005

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:42 AM 02/01/2012  
FILED 09:39 AM 02/01/2012  
SRV 120108908 - 4060307 FILE

H120000883573

**CERTIFICATE OF AMENDMENT**  
**TO**  
**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**CNL GATLINBURG PARTNERSHIP, LP**

**FIRST.** The name of the limited partnership is CNL GATLINBURG PARTNERSHIP, LP (the "Company").

**SECOND.** Article 1 of the Certificate of Limited Partnership of the Partnership, filed on 11/14/2005 in the Office of the Secretary of State of the State of Delaware, shall be amended as follows:

"The name of the Company shall be: CLP Gatlinburg Partnership, LP."

**THIRD.** Article THIRD of the Certificate of Limited Partnership of the Partnership shall be amended as follows:

"The name and mailing address of the sole general partner is as follows: CLP Gatlinburg GP, LLC, 450 South Orange Avenue, Orlando, FL 32801-3336."

IN WITNESS WHEREOF, the undersigned Authorized Person of the General Partner has executed this Certificate of Amendment to Certificate of Limited Partnership this 31st day of January, 2012.

By: **CLP GATLINBURG GP, CORP.,**  
as General Partner

By: /S/ AMY J. PATTERSON  
Name: Amy J. Patterson  
Title: Authorized Person

H120000883573