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Division of Corporations

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Florida Department of State

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations

Fax Number : (850) 205-0383

From:

AMY J. PATTERSON

Account Name : CNL RETIREMENT PROPERTIES, INC.

Account Number : I20050000015

Phone : (407) 650-1068

Fax Number : (407) 835-3232

RECEIVED
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DIVISION OF CORPORATION

FOREIGN LIMITED PARTNERSHIP

CNL Retirement DAS Pearland TX, LP

Certificate of Status	0
Certified Copy	1
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APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

2005 DEC -5 A 10:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA1. CNL Retirement DAS Pearland TX, 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. September 29, 2005

(Date of Formation)

5. Amy J. Patterson

(Name of Registered Agent for Service of Process)

6. 450 S. Orange Avenue, Suite 200

(Street Address of Registered Office)

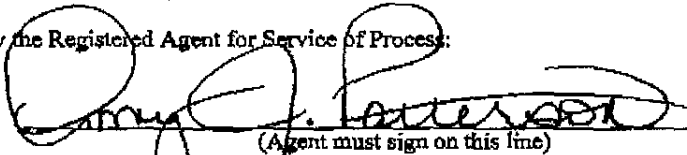
Orlando

(City)

Florida 32801-3336

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process:



(Agent must sign on this line)

8. 450 S. Orange Ave., Suite 200Orlando, 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

CNL Retirement DAS Pearland TX GP, LLC450 S. Orange Avenue, Suite 200Orlando, FL 32801-333610. 450 S. Orange Ave., Suite 200, 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.

CONTINUED

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12. 450 S. Orange Avenue, Suite 200, Orlando, FL 32801

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(Mailing Address of Limited Partnership)

2005 DEC -5 A 10: 55

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 30th day of November, 2005

By: CNL Retirement Plan, Pearland TX GP, LLC, as GP

By: Clark Hettinga, Sr. Vice President of GP

STATE OF FLORIDA

COUNTY OF ORANGE

On this 30th day of November, 2005

Clark Hettinga personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Amy J. Patterson
(Notary Public Signature)

Amy J. Patterson

(Notary's Printed Name)



Amy J. Patterson
My Commission DD0203735
Expires June 27, 2007

Seal

My Commission Expires: _____

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

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BEFORE ME the undersigned personally appeared Clark Hettinga, Manager of thea general partner of CNL Retirement DAS Pearland TX, LP, a (an) Delaware

limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The amount of capital contributions of the limited partners is \$ 845000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4941.50.

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 30th day of November, 2005.

BY: CNL Retirement DAS Pearland TX GP, LLC, as GP

By: Clark Hettinga, Sr. Vice President of GPSTATE OF FLORIDACOUNTY OF ORANGEOn this 30th day of November, 2005,Clark Hettinga, personally appeared before me,☒ who is personally known to me☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Amy J. Patterson

(Notary's Printed Name)



Amy J. Patterson
My Commission DD0203736
Expires June 27, 2007

Seal

My Commission Expires: _____

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Delaware

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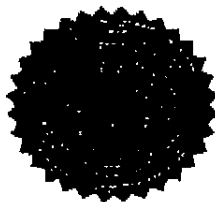
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT DAS CYPRESS TX, 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-NINTH DAY OF SEPTEMBER, A.D. 2005.

4038259 8300

050800453

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4194047

DATE: 09-29-05

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