

Electronic Filing Cover Sheet

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To:

Division of Corporations

Fax Number : (B50)205-0383

From:

AMY J. PATTERSON

Account Name : CNL RETIREMENT PROPERTIES, INC.

Account Number: 120050000015 Phone: (407)650-1068 Fax Number: (407)835-3232

FLORIDA/FOREIGN LP/LLP

CNL Retirement CRS1 2801 Denton TX, LP

| Certificate of Status | 0 |
|-----------------------|------------|
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$1,052.50 |

Electronic Filing Menu

Corporate Filing Menu

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1/18/2006

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APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP TO TRANSACT BUSINES IN FLORIDA

LCNL Retirement CRS1 2801 Denton TX, LP (Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix) Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd. Acceptable Limited Liability Limited Partnership suffices: Limited Liability Limited Partnership, L.L.L.P. or LLLP. (If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.) 2 Delaware _{3.}January 4, 2006 (State or Country of Formation) (Date of Formation) 4. Amy J. Patterson (Name of Registered Agent for Service of Process) 5, 450 S. Orange Avenue, Orlando, FL 32801 (Florida street address for Registered Agent) I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and I am familiar with an pecept the obligations of my position as registered agent.

7, 450 S. Orange Avenue, Orlando, FL 32801

(Principal office address)

Signature of Registered Agent

8. If limited partnership is a limited liability limited partnership, check box

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| 9. 450 S. Orange Avenue, Or (Mail | ing address) | |
|--------------------------------------------|-----------------------------------------|----------------|
| 10. Name, principal office address, and m | ailing address of each general partner: | |
| CNL Retirement CRS1 2801 Denton TX GP, LLC | 450 S. Orange Avenue, Orlando, FL 32 | 801 |
| (Name) (Name) | (Street Address) | |
| M06-31 | 450 S. Orange Avenue, Orlando, FL 328 | 801-333 |
| | (Mailing Address) | |
| | ECR. | 4 4 |
| (Name) | (Street Address) | |
| | (Mailing Address) | 1 4 8 1 4 8 |
| | (Mailing Address) | , |
| | | Į. |
| (Name) | (Street Address) | |
| | (Mailing Address) | |
| (Name) | (Street Address) | |
| | | |
| • | (Mailing Address) | |

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Filing Fees:

\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)

Certified Copy (optional):

\$52.50 \$8.75

Certificate of Status (optional):

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Delaware

22.00 T

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT CRS1 2801 DENTON 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 FIFTH DAY OF JANUARY, A.D. 2006.

SECRETARY OF STATE

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Daniet Smith Hindson

Harrier Smith Windsor, Secretary of State
AUTHENTICATION: 4424226

DATE: 01-05-06