

2006-01-31

Division of Corporations

407-650-0383

FLORIDA

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0383

Eliza J. Bardin

From:

Account Name : CNL HOTELS & RESORTS, INC.

Account Number : T20050000020

Phone : (407) 650-1549

Fax Number : (407) 648-0398

FLORIDA/FOREIGN LP/LLP

CNL GL Sub Senior Mezz, LP

2/1/31

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05 JAN 31 AM 9:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA
1/30/2006

APPROVED
AND
FILED

2006-07-31

14:06

407-648-0398

CNL HOSPITALITY

P 2/5

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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA**

1. CNL GL Sub Senior Mezz, 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 suffixes: Limited Liability Limited Partnership, L.L.L.P., or L.L.L.P.

(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

(State or Country of Formation)

3. 01/23/06

(Date of Formation)

4. Stephanic J Thomas

(Name of Registered Agent for Service of Process)

5. 450 S. Orange Ave., Suite 1200, Orlando, FL 32801

(Florida street address for Registered Agent)

6. 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 and accept the obligations of my position as registered agent.

Stephanic J. Thomas

By: 

Signature of Registered Agent

7. 450 S. Orange Ave., Suite 1200

(Principal office address)

Orlando, FL 328018. If limited partnership is a limited liability limited partnership, check box ☐

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AND
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TALLAHASSEE, FLORIDA

2006-01-31

14:06

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9. PO Box 2226

(Mailing address)

Orlando, FL 32802

10. Name, principal office address, and mailing address of each general partner:

CNL GL Sub Senior Mczz GP, LLC

(Name)

450 S. Orange Ave., Suite 1200

(Street Address)

Orlando, FL 32801

PO Box 2226

(Mailing Address)

Orlando, FL 32802

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

11. 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.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 30th day of January, 20 06

Signature of a general partner:


Stephanie J. Thomas, Assistant Secretary

Filing Fees:**Certified Copy (optional):****Certificate of Status (optional):****\$1,000.00** (\$965 Filing Fee and \$35 Registered Agent Fee)**\$52.50****\$8.75**

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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 GL SUB SENIOR MEZZ, 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-THIRD DAY OF JANUARY, A.D. 2006.

APPROVED
AND
FILED

05 JAN 31 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4468174

4098104 8300

060063042

DATE: 01-23-06

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