

05/03/06 13:14 FAX 407 650 1022

CNL ASSET MANAGEMENT INC

001

Division of Corporations

H060001034173

Florida Department of State
Division of Corporations
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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

FLORIDA/FOREIGN LP/LLP

CNL Retirement Eby2 Portage MI, LP

Certificate of Status	0
Certified Copy	1
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Florida Dept of State

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TALLAHASSEE, FLORIDA



April 28, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CNL RETIREMENT PROPERTIES INC.
ATTN: AMY PETTERSON

SUBJECT: CNL RETIREMENT EBY2 PORTAGE MI, LP
REF: W06000019888

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. CNL Retirement Eby2 Portage MI, 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 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

(State or Country of Formation)

3. February 7, 2006

(Date of Formation)

4. Amy J. Patterson

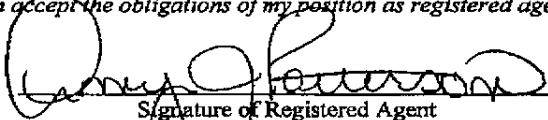
(Name of Registered Agent for Service of Process)

5. 420 S. Orange Ave, Suite 500

(Florida street address for Registered Agent)

Orlando, FL 32801

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.



Signature of Registered Agent

7. 420 S. Orange Avenue, Suite 500

(Principal office address)

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

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9. 420 S. Orange Avenue, Suite 500

(Mailing address)

Orlando, FL 32801

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

CNL Retirement Eby2 Portage MI GP, LLC

(Name)

420 S. Orange Ave., Suite 500

(Street Address)

Orlando, FL 32801Same as above

(Mailing Address)

MO6-2263

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

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(Name)

(Street Address)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

11. Effective date, if other than the date of filing: upon qualification

(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 18th day of April, 20 06

Signature of a general partner:

**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

The First State

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TALLAHASSEE
FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT EBY2 PORTAGE MI, 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 FIRST DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

4106459 8300

AUTHENTICATION: 4709419

060403927

DATE: 05-01-06

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