

B980000000271

CNL GROUP, INC.

April 20, 1998

FILED
98 APR 22 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sandra B. Mortham
Secretary of State
409 East Gaines Street
Tallahassee, FL 32314

Re: CNL Financial IV Properties, LP

200002496102--9
-04/22/98--01024--002
***1793.75 ***1793.75

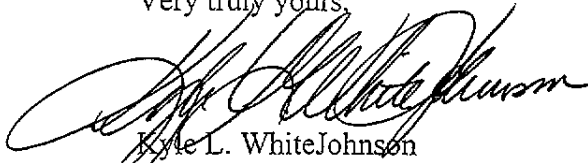
Dear Ms. Mortham:

Enclosed you will find an Application by Foreign Limited Partnership For Authorization To Transact Business in Florida with a Certificate of Good Standing from the state of Delaware for the above named entity, together with a check in the amount of \$1,793.75 to cover the fees for filing, designation of registered agent, and a certificate of good standing. cm

Please file this document immediately upon receipt and send proof of filing and the Certificate of Good Standing to my attention.

If you have any questions regarding the above, please do not hesitate to call me.

Very truly yours,


Kyle L. WhiteJohnson
Legal Compliance Officer

KLW: smj
Enclosures

FF \$ 1785.00
CUS 8.75

CNL Investment Company CNL Securities Corp. CNL Properties, Inc.

MEMBER OF THE NATIONAL ASSOCIATION OF SECURITIES DEALERS, INC. LICENSED REAL ESTATE BROKER

283/in4lp

400 E. SOUTH STREET SUITE 500 ORLANDO, FLORIDA 32801-2878

(407) 422-1574 (800) 522-3863 FAX: (407) 423-2894

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. CNL FINANCIAL IV PROPERTIES, LP (Name of limited partnership as it is in the home state)

2. CNL FINANCIAL IV PROPERTIES, LTD. (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. MARCH 23, 1998 (Date of Formation)

5. ROBERT A. BOURNE (Name of Registered Agent for Service of Process)

6. 400 E. SOUTH STREET, SUITE 500 (Street Address of Registered Office)

ORLANDO, Florida 32801 (City) (Zip Code)

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7. Acceptance by the Registered Agent for Service of Process: [Signature] (Agent must sign on this line)

8. Corporation Trust Center 1209 Orange St., Wilmington, New Castle County, DE 19801 (Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS f98-2280 STREET ADDRESS CNL FINANCIAL IV PROPERTIES, INC. 400 E. SOUTH ST., SUITE 500, ORLANDO, FLORIDA 32801

10. 400 E. SOUTH ST., SUITE 500, ORLANDO, FL 32801 (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.

12. 400 E. South St., Suite 500

Orlando, FL 32801

(Mailing Address of Limited Partnership)

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.

This 7th day of April, 1998
CNL FINANCIAL IV PROPERTIES, INC., a Delaware corporation,
as General Partner

By: [Signature]
Edgar J. McDougall, Executive Vice President

STATE OF Florida

COUNTY OF Orange

On this 7th day of April, 1998

Edgar J. McDougall, Exec. Vice President personally appeared before
CNL FINANCIAL IV PROPERTIES, INC.

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TALLAHASSEE FLORIDA

who is personally known to me

whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

Susan M. Jackson
(Notary's Printed Name)

Seal

My Commission Expires: _____

Susan M Jackson
My Commission CC674288
Expires August 21, 2001

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME, the undersigned, personally appeared Edgar J. McDougall, Executive Vice President of CNL Financial IV Properties, Inc., general partner of CNL FINANCIAL IV PROPERTIES, LP, a Delaware limited partnership which proposes to transact business in the State of Florida as CNL FINANCIAL IV PROPERTIES, LTD., hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$5,000.00.
2. The amount of additional contributions anticipated to be contributed in the future is \$15,000,000.00.
3. The anticipated amount of the total capital contributions to date and anticipated to be contributed in the future of the limited partners that are allocated for the purposes of transacting business in the state of Florida is \$3,000,000.00.

Under penalties of perjury, I, being duly sworn, declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

DATED this 7th day of April, 1998.

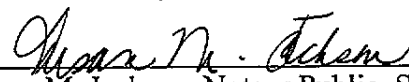
CNL FINANCIAL IV PROPERTIES, LTD.,
a Delaware limited partnership


By: CNL FINANCIAL IV PROPERTIES, INC.,
a Delaware corporation, as General Partner

By: 
Edgar J. McDougall, Executive Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

On this 7th day of April, 1998, Edgar J. McDougall, Executive Vice President of CNL FINANCIAL IV PROPERTIES, INC., General Partner of CNL FINANCIAL IV PROPERTIES, LTD., who is personally known to me, personally appeared before me and executed the foregoing Affidavit of Capital Contributions for Foreign Limited Partnership.


Susan M. Jackson, Notary Public, State of Florida
Commission No. _____
My commission expires: _____

 Susan M Jackson
My Commission CC674288
Expires August 21, 2001

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TALLAHASSEE, FLORIDA