

P24000000041

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

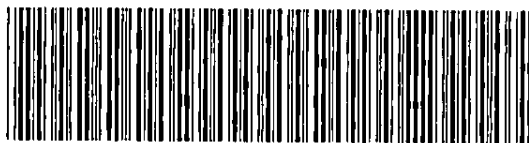
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100428912091

2024 AUG 19 9:47  
06/19/24--01005--016 306.751

RECEIVED  
2024 AUG 19 AM 10:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CT CORP**  
**(850) 656- 4724**  
**3458 lakesore Drive**  
**Tallahassee, FL 32312**

**Date:** 08/19/2024  
Acc#120160000072

*en: c DW*

Name:	CNL STRATEGIC VENTURE CAPITAL
Document #:	
Order #:	15824499

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

021 AUG 19 PM 9 47  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifications:

--

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 358.75
-------------------

Thank you!

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE  
TO FILE OR QUALIFY  
CNL STRATEGIC VENTURE CAPITAL  
A DELAWARE STATUTORY TRUST**

In accordance with Section 609.02 of the Florida Statutes, pertaining to Common Law Declaration of Trust, the undersigned, the Trustee of CNL Strategic Venture Capital, a Delaware Statutory Trust hereby affirms in order to file or qualify CNL Strategic Venture Capital, in the State of Florida:


1. Two or more persons are named in the Trust.
2. The principal address is 450 So. Orange Avenue, Orlando, Florida 32801.
3. The registered agent and street address in the State of Florida is: CT Corporation System, 200 South Pine Island Road, Plantation, Florida 33324.
4. Acceptance by the registered agent: Having been named as registered agent to accept service of process for the above-named Declaration of Trust at the place designated in this affidavit, I hereby accept the appointment as registered agent and agree to act in this capacity.

*Sandra Zwiack*

Sandra Zwiack, Assistant Secretary

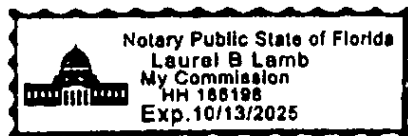
(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of Trust under which the association proposes to conduct its business in Florida.

  
Name: Chirag J. Bhavsar

Trustee

Sworn to (or affirmed) and subscribed before me  
on this 16th day of August 2024, by Chirag Bhavsar.



*Laurel B. Lamb*  
Laurel B. Lamb

**DECLARATION OF TRUST  
OF  
CNL STRATEGIC VENTURE CAPITAL**

**THIS DECLARATION OF TRUST**, dated as of March 4, 2024, is made by the individual trustees identified on the signature page hereto (each a "Trustee" and collectively, the "Trustees"). The Trustees hereby agree as follows:

1. The trust formed hereby (the "Trust") shall be known as "CNL Strategic Venture Capital" in which name the Trustees may conduct the business of the Trust, make and execute contracts, and sue and be sued.

2. The initial shareholders of the Trust are CNL Financial Group, LLC and CNL Fund Advisors II, LLC.

3. The Trustees hereby acknowledge that they are holding the sum of \$10 in trust, which amount shall constitute the initial trust estate. The Trustees hereby declare that they will hold the trust estate in trust for such persons as may become entitled to a beneficial interest in the trust estate. It is the intention of the parties hereto that the Trust created hereby constitute a statutory trust under Chapter 38 of Title 12 of the Delaware Code, 12 Del. Code § 3801 et seq. (the "Statutory Trust Act"), and that this document constitutes the governing instrument of the Trust. The Trustees are hereby authorized and directed to execute and file a certificate of trust in the office of the Secretary of State of the State of Delaware in the form attached hereto. The Trust is hereby established by the Trustees for the purpose of becoming a business development company subject to making an election under the Investment Company Act of 1940, as amended (the "1940 Act"), and engaging in such other activities as are necessary, convenient or incidental thereto.

4. The Trustees intend to enter into an amended and restated Declaration of Trust, satisfactory to each party thereto, to provide for the contemplated operation of the Trust formed hereby. Prior to the execution and delivery of such amended and restated Declaration of Trust, the Trustees shall not have any duty or obligation hereunder or with respect to the trust estate, except as required by law.

5. The Trust is authorized to offer and issue 1,001,000,000 shares of its beneficial interest of which 1,000,000,000 shares shall be common shares having a par value of \$0.001 per share and 1,000,000 shares shall be preferred share having a par value of \$0.001 per share.

6. The Trustees and the officers of the Trust are hereby authorized: (i) to prepare and file with the Securities and Exchange Commission (the "Commission") and execute, in each case on behalf of the Trust, (a) a Registration Statement on Form 10 relating to the registration of the securities of the Trust under Section 12(g) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), (b) the Notice of Intent to Elect to be Subject to Section 55 through 65 of the 1940 Act on Form N-6F, (c) the Notification of Election to be Subject to Section 55 through 65 of the 1940 Act on Form N-54A and (d) any additional filing, request, report or application or amendment thereto with the Commission that may be required from time to time

under the 1940 Act, the Securities Act of 1933, as amended (the "1933 Act") or the 1934 Act, and the rules and regulations promulgated thereunder; (ii) to cause the Trust to elect to be treated as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended, as may be set forth in a Registration Statement referenced herein, (iii) to prepare, execute and file, in each case on behalf of the Trust, such applications, reports and other papers and documents as may be required by the Financial Industry Regulatory Authority, (iv) to prepare, execute and file, in each case on behalf of the Trust, such applications, reports, surety bonds, irrevocable consents, appointments of attorney for service of process and other papers and documents as shall be necessary or desirable to register the securities of the Trust under the securities or "blue sky" laws of such jurisdictions as the Trustees and officers may deem necessary or desirable; (v) to negotiate the terms of, and execute on behalf of the Trust, such distribution agreements, investment advisory agreements and other contracts among the Trust and any other persons relating to the issuance of the securities of the Trust, satisfactory to each such party and (vi) to make any and all necessary filings and to take any and all actions, including, without limitation, the execution and delivery of any and all documents, amendments, certificates or other instruments, that they, together with and upon the advice of counsel, shall deem necessary or advisable to conduct the business of the Trust, such determination to be conclusively evidenced by the taking of such actions and steps and the execution and delivery of such documents, amendments, certificates or other instruments.

7. The number of Trustees initially shall be one (1) and thereafter the number of Trustees shall be such number as shall be fixed from time to time by a written instrument signed by a majority of the Trustees, which may increase or decrease the number of Trustees; provided, however, that the number of Trustees shall in no event be less than one (1). Subject to the foregoing, the Trustees, acting by majority vote, are entitled to appoint or remove without cause any Trustee at any time. Any Trustee may resign upon 30 days prior notice to the other Trustees.

8. (a) The Trustees and the officers of the Trust (the "Fiduciary Indemnified Persons") shall not be liable, responsible or accountable in damages or otherwise to the Trust, the Trustees, or any holder of the Trust's securities for any loss, damage or claim incurred by reason of any act or omission performed or omitted by the Fiduciary Indemnified Persons in good faith on behalf of the Trust and in a manner the Fiduciary Indemnified Persons reasonably believed to be within the scope of authority conferred on the Fiduciary Indemnified Persons by this Declaration of Trust or by law, except that the Fiduciary Indemnified Persons shall be liable for any such loss, damage or claim incurred by reason of the Fiduciary Indemnified Person's gross negligence, bad faith or willful misconduct with respect to such acts or omissions.

(b) The Fiduciary Indemnified Persons shall be fully protected in relying in good faith upon the records of the Trust and upon such information, opinions, reports or statements presented to the Trust by any person as to matters the Fiduciary Indemnified Persons reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Trust, including information, opinions, reports or statements as to the value and amount of the assets, liabilities, profits, losses, or any other facts pertinent to the trust estate.

9. The Trust shall, to the fullest extent permitted by applicable law,

(a) indemnify and hold harmless each Fiduciary Indemnified Person from and against any loss, damage, liability, claim, action, suit, tax, penalty, expense or claim of any kind or nature whatsoever incurred by the Fiduciary Indemnified Persons by reason of the creation, operation or termination of the Trust, except that no Fiduciary Indemnified Persons shall be entitled to be indemnified in respect of any loss, damage, liability, action, suit or claim incurred by the Fiduciary Indemnified Persons by reason of gross negligence, bad faith or willful misconduct with respect to such acts or omissions; and

(b) advance expenses (including legal fees) incurred by a Fiduciary Indemnified Person in defending any claim, demand, action, suit or proceeding shall, from time to time, prior to the final disposition of such claim, demand, action, suit or proceeding, upon receipt by the Trust of an undertaking by or on behalf of such Fiduciary Indemnified Persons to repay such amount if it shall be determined that such Fiduciary Indemnified Person is not entitled to be indemnified as authorized in the preceding subsection.

10. The provisions of Section 8 shall survive the resignation or removal of the Fiduciary Indemnified Persons. The right to indemnification conferred under Section 8: (A) shall be a contract right and (B) shall not be affected adversely as to any Fiduciary Indemnified Persons by any amendment or repeal of this Declaration of Trust without prior written consent of such adversely affected Fiduciary Indemnified Person.

11. The Trust may dissolve, wind-up and terminate without issuing any securities at the election of the Trustees.

12. This Declaration of Trust and the rights of the parties hereunder shall be governed by and interpreted in accordance with the laws of the State of Delaware and all rights and remedies shall be governed by such laws without regard to the principles of conflict of laws.

**[REMAINDER OF PAGE INTENTIONALLY BLANK]**

**IN WITNESS WHEREOF**, the parties hereto have caused this Declaration of Trust to be duly executed as of the day and year first above written.

**TRUSTEE:**

DocuSigned by:  
*Chirag Bhavsar*  
4BFEB33FAAC5156...  
Name: Chirag J. Bhavsar

2024 AUG 19 AM 9:47

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE RESTATED CERTIFICATE OF "CNL STRATEGIC VENTURE  
CAPITAL", FILED IN THIS OFFICE ON THE FIFTH DAY OF AUGUST, A.D.  
2024, AT 10:53 O'CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State




**AMENDED AND RESTATED CERTIFICATE OF TRUST**  
**OF**  
**CNL STRATEGIC VENTURE CAPITAL**

This Amended and Restated Certificate of Trust of CNL Strategic Venture Capital (the "Trust") is being duly executed and filed by the undersigned, to form a statutory trust under the Delaware Statutory Trust Act (12 Del.C. sec. 3801 *et seq.*)

1. The name of the statutory trust formed by this Certificate of Trust is CNL Strategic Venture Capital.
2. The address of the statutory trust's registered office in the State of Delaware is National Registered Agents, Inc., 1209 Orange Street, Wilmington, Delaware 19801, and the name and address of the registered agent of the statutory trust in the State of Delaware is National Registered Agents, Inc., 1209 Orange Street, Wilmington, Delaware 19801.
3. The Trust is or will become prior to or within 180 days following the first issuance of beneficial interests, a registered investment company or a regulated business development company under the Investment Company Act of 1940, as amended (15 U.S.C. §§ 80a-1 *et seq.*).
4. This Amended and Restated Certificate of Trust shall be effective as of the date of filing by the Delaware Secretary of State.

IN WITNESS WHEREOF, the undersigned, being the Trustee of the Trust, has executed this Amended and Restated Certificate of Trust as of August 2, 2024.

TRUSTEE:

By:   
Chirag Bhavsar

# Delaware

The First State


Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL STRATEGIC VENTURE CAPITAL" 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 SIXTEENTH DAY OF AUGUST, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CNL STRATEGIC VENTURE CAPITAL" WAS FORMED ON THE FOURTH DAY OF MARCH, A.D. 2024.

2024 AUG 16 01:17 PM



  
Jeffrey W. Bullock, Secretary of State

3202096 8300

SR# 20243440813

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204183111

Date: 08-16-24