

CT CORPORATION SYSTEM

# F010000003944

CORPORATION(S) NAME

CNL Restaurant Net Lease Properties II, Inc.

600004495926--4

-07/25/01--01061--021

\*\*\*\*\*87.50 \*\*\*\*\*87.50

☒ Profit

☐ Amendment

☐ Merger

☐ Nonprofit

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Reinstatement

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ LLC

☐ Name Registration

☐ Change of RA

☐ Fictitious Name

☐ UCC

☒ Certified Copy

☐ Photocopies

☒ CUS

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

7/25/01

Order#: 4682365

Availability

Document

Examiner

Updater

Verifier

W.P. Verifier

Ref#:

Amount: \$

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. CNL Restaurant Net Lease Properties II, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. Applied for

(FEI number, if applicable)

4. 07/11/01

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. Box 4920, Orlando, FL 32802-4920

(Current mailing address)

8. Owner/Lessor of Commercial Real Property

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

, Florida, 33324

(Zip code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.*

C T Corporation System

(Registered agent's signature)

**PETER F. SOUZA**  
ASSISTANT SECRETARY

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

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See Attached List

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See Attached List

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Isidell C. Duarte*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ISIDELL C. DUARTE, SR. V. PRES, SEC. TREAS. CFO  
(Typed or printed name and capacity of person signing application)

**EXHIBIT "A"**

**CNL Restaurant Net Lease Properties II, Inc.**

**Directors:**

James M. Seneff, Jr.  
450 South Orange Avenue  
Orlando, FL 32801

Robert A. Bourne  
450 South Orange Avenue  
Orlando, FL 32801

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Principal Officers:**

James M. Seneff, Jr. - Chairman and Chief Executive Officer  
450 South Orange Avenue, Orlando, FL 32801

Barry L. Goff - President  
450 South Orange Avenue, Orlando, FL 32801

Michael I. Wood - Executive Vice President and Chief Operating Officer  
450 South Orange Avenue, Orlando, FL 32801

Ixchell C. Duarte - Senior Vice President, Secretary, Treasurer and  
Chief Financial Officer  
450 South Orange Avenue, Orlando, FL 32801

Raymon Byron Carlock, Jr. - Vice President  
450 South Orange Avenue, Orlando, FL 32801

State of Delaware  
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RESTAURANT NET LEASE PROPERTIES II, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JULY, A.D. 2001.

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

FILED  
01 JUL 25 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



3413009 8300

010357964

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1259761

DATE: 07-24-01