

08/17/01 13:58 FAX 407 205 1087 CNL TAX ACCOUNTING 001/001  
Division of Corporations Pa 107 2  
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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0383

From:

LINDA A. SCARCELLI

Account Name : CNL FINANCIAL GROUP, INC.  
Account Number : 113615003626  
Phone : (407)650-1000  
Fax Number : (407)650-1065

NOTE: PLEASE COORDINATE THIS FILING WITH THE LIMITED PARTNERSHIP (CNL Retirement - AM/Texas LP) WHICH IS BEING FILED UNDER FAX AUDIT NO. H01000091111 4,

FOREIGN PROFIT QUALIFICATION

CNL Retirement - GP/Texas Corp.

Certificate of Status	1
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**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 Retirement - GP/Texas Corp.  
(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 3. Applied for  
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. June 18, 2001 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 450 S. Orange Avenue, Orlando, FL 32801-3336  
(Principal office address)  
P.O. Box 4920, Orlando, FL 32802-4920  
(Current mailing address)
8. Real Estate Investments  
(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: Bradley B. Rush  
Office Address: 450 S. Orange Avenue  
Orlando, Florida 32801-3336  
(City) (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.*

Bradley B. Rush

(Registered agent's signature)

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.

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## 12. Names and business addresses of officers and/or directors:

## A. DIRECTORS

Chairman: Please see attached list

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

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

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

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

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

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

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

## B. OFFICERS

President: Please 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. Bradley B. Rush

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bradley B. Rush, Vice President/Assistant Secretary

(Typed or printed name and capacity of person signing application)

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## CNL Retirement - GP/Texas Corp.

Directors

<u>NAME</u>	<u>ADDRESS</u>
James M. Seneff, Jr.	450 S. Orange Avenue Orlando, FL 32801-3336
Robert A. Bourne	450 S. Orange Avenue Orlando, FL 32801-3336

Officers

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
James M. Seneff, Jr.	450 S. Orange Avenue Orlando, FL 32801-3336	Chairman/CEO
Robert A. Bourne	450 S. Orange Avenue	President/Treas
Thomas J. Hutchison, III	450 S. Orange Avenue Orlando, FL 32801-3336	Exec. VP
Phillip M. Anderson	450 S. Orange Avenue Orlando, FL 32801-3336	Exec. VP
Bradley B. Rush	450 S. Orange Avenue Orlando, FL 32801-3336	VP/Assist. Sec.
Lynn E. Rose	450 S. Orange Avenue Orlando, FL 32801-3336	Secretary

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*State of Delaware*  
*Office of the Secretary of State* PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT - GP/TEXAS CORP." 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 NINETEENTH DAY OF JUNE, A.D. 2001.

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TALLAHASSEE FLORIDA



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

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AUTHENTICATION: 1196505  
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DATE: 06-19-01