

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850)205-0383

From:

SUZANNE M. McLAUGHLIN

Account Name : CNL FINANCIAL GROUP, INC.

Account Number : 113615003626

Phone : (407) 650-1000

Fax Number : (407) 650-1065

FOREIGN PROFIT QUALIFICATION

CNL Retirement - GP/Colorado Corp.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CNL Retirement - GP/Colorado Corp.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Linda A. Scarcelli

(Name of Person)

CNL Financial Group, Inc.

(Firm/Company)

PO Box 4920

(Address)

Orlando FL 32802-4920

(City/State and Zip code)

For further information concerning this matter, please call:

Suzanne M. McLaughlin

(Name of Person)

at (407) 650-1549

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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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/Colorado 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
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. 1/04/2002
(Date of incorporation)
5. Perpetual
(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
(Principal office address)
PO Box 4920, Orlando FL 32802-4920
(Current mailing address)
8. General partnership limited partnership
(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: Linda A. Scarcelli
Office Address: 450 S. Orange Avenue
Orlando, Florida 32801
(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.


(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: James M. Seneff, Jr.Address: 450 S. Orange Avenue, Orlando FL 32801

Vice Chairman: _____

Address: _____

Director: Robert A. BourneAddress: 450 S. Orange Avenue, Orlando FL 32801

Director: _____

Address: _____

B. OFFICERS

President: Robert A. BourneAddress: 450 S. Orange Avenue, Orlando FL 32801Vice President: Bradley B. RushAddress: 450 S. Orange Avenue, Orlando FL 32801Secretary: Lynn E. RoseAddress: 450 S. Orange Avenue, Orlando FL 32801Treasurer: Robert A. BourneAddress: 450 S. Orange Avenue, Orlando FL 32801

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Linda A. Scarcelli, Assistant Secretary
(Typed or printed name and capacity of person signing application)FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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CNL RETIREMENT - GP/COLORADO CORP.

Additional Officers:

James M. Seneff, Jr.
450 S. Orange Avenue
Orlando FL 32801
Chief Executive Officer

Thomas J. Hutchison, III
450 S. Orange Avenue
Orlando FL 32801
Executive Vice President

Phillip M. Anderson
450 S. Orange Avenue
Orlando FL 32801
Executive Vice President

Linda A. Scarcelli
450 S. Orange Avenue
Orlando FL 32801
Assistant Secretary

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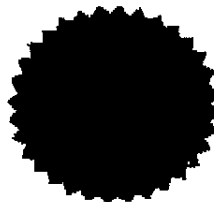
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT - GP/COLORADO 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 SEVENTH DAY OF JANUARY, A.D. 2002.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2002 JAN -7



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1544109

DATE: 01-07-02

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