

Division of Corporations

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**F02000001084**

## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

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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/National Corp.**

Certificate of Status	1
Certified Copy	1
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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 28, 2002

CNL FINANCIAL GROUP, INC.

SUBJECT: CNL RETIREMENT - GP/NATIONAL CORP.  
REF: W02000005791FILED  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Agnes Lunt  
Document SpecialistFAX Aud. #: H02000045943  
Letter Number: 802A00012312

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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/National 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) (FEI number, if applicable)

4. 1/30/2002 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 §17.155, 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 partner of 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)

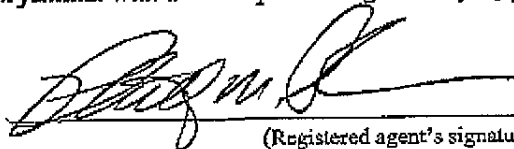
Name: Phillip M. Anderson

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. Phillip M. Anderson, Executive Vice President

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

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

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

Thomas J. Hutchison, III  
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

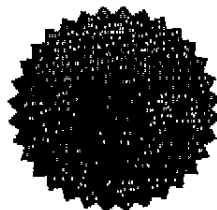
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*The First State*

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

AUTHENTICATION: 1587041

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