

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

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02 JUN 26 AM 9:01  
DIVISION OF CORPORATION

**FOREIGN PROFIT QUALIFICATION****CNL Foothill GP Corp.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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TALLAHASSEE, FLORIDA

*Handwritten signature*

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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 Foothill GP 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. 6/19/2002

(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. 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: C. Brian Strickland

Office Address: 450 S. Orange Avenue

Orlando, Florida, 32801  
(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. Brian Strickland



(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.

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

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**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 32801Director: Adrianne M. HorneAddress: 1209 Orange Street, Wilmington DE 19801**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Thomas W. Hutchison IIIAddress: 450 S. Orange Avenue, Orlando FL 32801

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

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

Secretary: Lynn E. RoseAddress: 450 S. Orange Avenue, Orlando FL 32801Treasurer: Robert A. BourneAddress: 450 S. Orange Avenue, Orlando FL 32801**SEE ATTACHED****NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. C. Brian Strickland

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

14. C. Brian Strickland, SVP of Finance and Administration

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

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Additional Officers

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

Charles A. Muller  
450 S. Orange Avenue  
Orlando FL 32801  
*Executive Vice President*

C. Brian Strickland  
450 S. Orange Avenue  
Orlando FL 32801  
*SVP of Finance and Administration*

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

Tammie A. Quinlan  
450 S. Orange Avenue  
Orlando FL 32801  
*Vice President*

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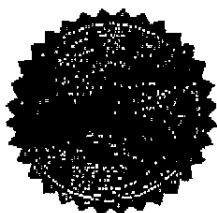
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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL FOOTHILL GP 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 TWENTIETH DAY OF JUNE, A.D. 2002.



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

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AUTHENTICATION: 1842348

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DATE: 06-20-02

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