

Division of Corporations

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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850) 205-0383

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

02 SEP 18 PM 3:02  
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**FOREIGN PROFIT QUALIFICATION****CNL Net Lease Investors GP Corp.**

Certificate of Status	1
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CNL TAX ACCOUNTING

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Department of State 9/18/2002 9:00 PAGE 1/1 RightFAX

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

September 18, 2002

AMY J PATTERSON

SUBJECT: CNL NET LEASE INVESTORS GP CORP.  
REF: W02000027106

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.

Please provide the addresses of the officers and directors.

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

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley  
Document Specialist

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TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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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 Net Lease Investors 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  
(FBI number, if applicable)
4. September 13, 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 32801-3336  
(Principal office address)  
P.O. 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 agents: (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: PLEASE SEE ATTACHED

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

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

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

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

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

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

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

## B. OFFICERS

President: PLEASE SEE ATTACHED

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

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

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

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

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

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

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

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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)

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**CNL Net Lease Investors GP Corp.**

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Director	Title	Address
Curtis B. McWilliams	Director	450 S. Orange Ave., Orlando, FL 32801-3336
Steven D. Shackelford	Director	450 S. Orange Ave., Orlando, FL 32801-3336
Bernard J. Angelo	Independent Director	400 West Main Street, Ste. 338, Babylon, NY 11702
Officer	Title	Address
Curtis B. McWilliams	Chief Executive Officer and President	450 S. Orange Ave., Orlando, FL 32801-3336
John L. Farren	Senior Vice President	450 S. Orange Ave., Orlando, FL 32801-3336
Lisa S. Foster	Vice President	103 Foulk Road, Suite 202, Wilmington, DE 19803
Suzanne M. Hay	Vice President	103 Foulk Road, Suite 202, Wilmington, DE 19803
Robert E. Lawless	Treasurer	450 S. Orange Ave., Orlando, FL 32801-3336
Rosemary Q. Mills	Senior Vice President	450 S. Orange Ave., Orlando, FL 32801-3336
Andrew T. Panaccione	Sr. Vice President of Finance and Strategic Planning	450 S. Orange Ave., Orlando, FL 32801-3336
Steven D. Shackelford	Vice President	103 Foulk Road, Suite 202, Wilmington, DE 19803
	Chief Financial Officer	450 S. Orange Ave., Orlando, FL 32801-3336
	Secretary	
	Executive Vice President	
Linda A. Scarcell	Assistant Secretary	450 S. Orange Ave., Orlando, FL 32801-3336

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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 NET LEASE INVESTORS 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 THIRTEENTH DAY OF SEPTEMBER, A.D. 2002.



3568553 8300

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

AUTHENTICATION: 1983099

DATE: 09-13-02

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