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Florida Department of State
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To:

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

From:

Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 540-2699

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FOREIGN PROFIT QUALIFICATION

CNL INCOME LP CORP.

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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 INCOME LP CORP.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. APPLIED FOR

(FEI number, if applicable)

4. 9/23/04

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 450 S ORANGE AVENUE, ORLANDO FL 32801-3336

(Principal office address)

PO BOX 4920, ORLANDO, FL 32802-4920

(Current mailing address)

8. LIMITED PARTNER OF PARTNERSHIPS

(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 NOT acceptable)

Name: Linda A. Scarcelli

Office Address: 450 S. Orange Avenue

Orlando

(City)

, Florida 32801-3336

(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.

By: Linda A. Scarcelli

(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 business addresses of officers and/or directors:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. DIRECTORSChairman: James M. Seneff, Jr.Address: 450 S. Orange AvenueOrlando, FL 32801-3336Vice Chairman: Robert A. BourneAddress: 450 S. Orange AvenueOrlando, FL 32801-3336Director: James M. Seneff, Jr.Address: 450 S. Orange AvenueOrlando, FL 32801-3336Director: Robert A. BourneAddress: 450 S. Orange AvenueOrlando, FL 32801-3336**B. OFFICERS**President: Raymon Byron Carlock, Jr.Address: 450 S. Orange AvenueOrlando, FL 32801-3336Vice President: Tammie A. QuinlanAddress: 450 S. Orange AvenueOrlando, FL 32801-3336Secretary: Tammie A. QuinlanAddress: 450 S. Orange Avenue, Orlando, FL 32801-3336Treasurer: Robert A. BourneAddress: 450 S. Orange Avenue, Orlando, FL 32801-3336

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Robert A. Bourne, Vice Chairman, Director, Treasurer

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

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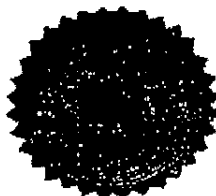
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL INCOME LP 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 TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2004.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3370377

DATE: 09-23-04

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