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CNL

2005

Division of Corporations

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To:

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

AMY J. PATTERSON

Account Name : CNL RETIREMENT PROPERTIES, INC.  
Account Number : I20050000015  
Phone : (407) 650-1068  
Fax Number : (407) 835-3232

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**FOREIGN PROFIT QUALIFICATION**

**CNL Retirement CRS1 Delphis Lead Lender Partner 2, INC.**

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8/15/2005

# 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 CRS1 Delphis Lead Lender Partner 2, Inc.

(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 3. Applied for  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 27, 2005 5. Perpetual  
(Date of incorporation) (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)

450 S. Orange Avenue, Suite 200, Orlando, FL 32801

(Current mailing address)

8. Limited 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 NOT acceptable)

Name: Amy J. Patterson

Office Address: 450 S. Orange Avenue, Suite 200

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.

12. Names and business addresses of officers and/or directors:

# Delaware

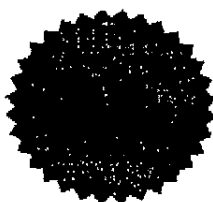
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT CR81 DELPHIS LEAD LENDER PARTNER 2, INC." 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-NINTH DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE  
DELAWARE  
AUG 15 AM 9:33



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050627141

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

AUTHENTICATION: 4057212

DATE: 07-29-05

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**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: \_\_\_\_\_

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. Stuart J. Beebe, Director/Executive Vice President

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

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# CNL Retirement CRS1 Delphis Lead Lender Partner 2, Inc. Officers Directors

NAME	TITLE/ROLE	TITLE	ADDRESS
Beebe, Stuart J.	Director	Director	450 S. Orange Ave., Orlando, FL 32801
Boume, Robert A.	Director	Director	450 S. Orange Ave., Orlando, FL 32801
Hutchinson, III, Thomas J.	Director	Director	450 S. Orange Ave., Orlando, FL 32801
Parkinson, Amy J.	Officer	Assistant Secretary	450 S. Orange Ave., Orlando, FL 32801
Hutchinson, III, Thomas J.	Officer	Chief Executive Officer	450 S. Orange Ave., Orlando, FL 32801
Anderson, Philip M.	Officer	Executive Vice President	450 S. Orange Ave., Orlando, FL 32801
Beebe, Stuart J.	Officer	Executive Vice President	450 S. Orange Ave., Orlando, FL 32801
Hutchinson, III, Thomas J.	Officer	President	450 S. Orange Ave., Orlando, FL 32801
Gutierrez, Lynn	Officer	Secretary	450 S. Orange Ave., Orlando, FL 32801
Hellinga, Clark	Officer	Senior Vice President	450 S. Orange Ave., Orlando, FL 32801
Yasler, Sharon A.	Officer	Senior Vice President of Asset Management	450 S. Orange Ave., Orlando, FL 32801
Boume, Robert A.	Officer	Treasurer	450 S. Orange Ave., Orlando, FL 32801
Curl, Victoria A.	Officer	Vice President of Asset Management	450 S. Orange Ave., Orlando, FL 32801
Worthington, Steven M.	Officer	Vice President of Finance	450 S. Orange Ave., Orlando, FL 32801