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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To: Division of Corporations
Fax Number : (850)205-0383
AMY J. PATTERSON

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

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

CNL Retirement CRS1 Delphis Lead Lender Partner 1, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
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H05000194629 3
FILED**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**2005 AUG 15 A 9:14
SECRETARY OF STATE
TALLAHASSEE, 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 1, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "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. July 28, 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 32801-3335
(Principal office address)
- 450 S. Orange Avenue, Suite 200, Orlando, FL 32801
(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
- NOT
- acceptable)

Name: Amy J. PattersonOffice 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

The First State

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PAGE

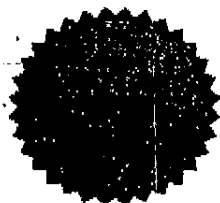
H05000194629 3

2005 AUG 15 A 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT CRS1 DELPHIS LEAD LENDER PARTNER 1, 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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4057203

050627108

DATE: 07-29-05

H05000194629 3

FILED

H05000194629 3

2005 AUG 15 A 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**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)

H05000194629 3

FILED

2005 AUG 15 A 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDACNL Retirement CRS1 Delphis Lead Lender Partner 1, Inc.
Officers Directors

NAME	TITLE	ADDRESS
Beede, Stuart J.	Director	450 S. Orange Ave., Orlando, FL 32801
Bourne, Robert A.	Director	450 S. Orange Ave., Orlando, FL 32801
Hutchinson, III, Thomas J.	Director	450 S. Orange Ave., Orlando, FL 32801
Patterson, Amy J.	Assistant Secretary	450 S. Orange Ave., Orlando, FL 32801
Hutchinson, III, Thomas J.	Chief Executive Officer	450 S. Orange Ave., Orlando, FL 32801
Anderson, Philip M.	Executive Vice President	450 S. Orange Ave., Orlando, FL 32801
Beede, Stuart J.	President	450 S. Orange Ave., Orlando, FL 32801
Hutchinson, III, Thomas J.	Executive Vice President	450 S. Orange Ave., Orlando, FL 32801
Gutierrez, Lynn	Secretary	450 S. Orange Ave., Orlando, FL 32801
Hedding, Clark	Senior Vice President	450 S. Orange Ave., Orlando, FL 32801
Yester, Sharon A.	Senior Vice President of Asset Management	450 S. Orange Ave., Orlando, FL 32801
Bourne, Robert A.	Treasurer	450 S. Orange Ave., Orlando, FL 32801
Gail, Victoria A.	Vice President of Asset Management	450 S. Orange Ave., Orlando, FL 32801
Worthington, Steven M.	Vice President of Finance	450 S. Orange Ave., Orlando, FL 32801

H05000194629 3