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Florida Department of State  
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Fax Number : (850) 205-0381

From: Account Name : CNL FINANCIAL GROUP, INC.  
Account Number : 113615003626  
Phone : (407) 650-1000  
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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**CNL Cypress Manager Corp.**

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H06000003370 3

**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 Cypress Manager 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. 20-3955942**

(FEI number, if applicable)

**4. 12-9-2005**

(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 Ave., Orlando, FL 32801**

(Principal office address)

**P.O. Box 4920, Orlando, FL 32802**

(Current mailing address)

**8. Holding Company**

(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 Ave.**

**Orlando**

(City)

, 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.*

  
(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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H06000003370 3


**A. DIRECTORS**

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

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

Director: Raymon Byron Carlock, Jr.Address: 450 S. Orange Ave.Orlando, FL 32801Director: Tammie A. QuinlanAddress: 450 S. Orange Ave.Orlando, FL 32801Director: Charles A. MullerAddress: 450 S. Orange Ave.Orlando, FL 32801**B. OFFICERS**President: Raymon Byron Carlock, Jr.Address: 450 S. Orange Ave.Orlando,Exec Vice President: Charles A. MullerAddress: 450 S. Orange Ave.Orlando, FL 32801Secretary: Tammie A. QuinlanAddress: 450 S. Orange Ave., Orlando, FL 32801Treasurer: Robert A. BourneAddress: 450 S. Orange Ave., Orlando, FL 32801

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. Linda A. Scarcelli, Asst. Secretary

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

H06000003370 3

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**ADDENDUM TO APPLICATION  
LIST OF ADDITIONAL OFFICERS**

**CNL Cypress Manager Corp.**

Chairman of the Board	Raymon Byron Carlock, Jr.
Chief Financial Officer	Tammie A. Quinlan
Executive Vice President	Tammie A. Quinlan
Assistant Secretary	Linda A. Scarcelli

H06000003370 3

H06000003370 3

# Delaware

PAGE 1

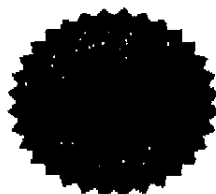
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL CYPRESS MANAGER 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 NINTH DAY OF DECEMBER, A.D. 2005.

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

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4358393

DATE: 12-09-05

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