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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

AMY J. PATTERSON

Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1540
Fax Number : (407) 540-2699

FOREIGN PROFIT/NONPROFIT CORPORATION

CNL Income Kirkwood Mountain TRS Corp.

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DIVISION OF CORPORATION

FILED
2008 SEP 16 AM 10:28
TALLAHASSEE, FLORIDA
J. Shivers

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 Kirkwood Mountain TRS 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. September 11, 2008

(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

(Principal office address)

Orlando, FL 32801

(Current mailing address)

8. owner/lessor of personal property related to ski resort in California

(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

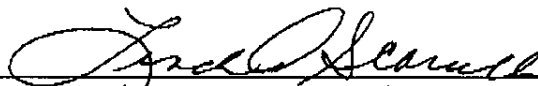
Orlando, FL 32801, Florida 32801

(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:

A. DIRECTORSChairman: PLEASE SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Raymon Byron Carlock, Jr.Address: 450 S. Orange Avenue
Orlando, FL 32801

Vice President: _____

Address: _____

Secretary: Amy SinelliAddress: 450 S. Orange Avenue, Orlando, FL 32801Treasurer: Robert A. BourneAddress: 450 S. Orange Avenue, 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, Assistant Secretary

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

12. Names and business addresses of Directors

CNL Income Kirkwood Mountain TRS Corp.

- 1) Raymon Byron Carlock, Jr.
450 S. Orange Avenue
Orlando, FL 32801
- 2) Charles A. Muller
450 S. Orange Avenue
Orlando, FL 32801
- 3) Tammie A. Quinlan
450 S. Orange Avenue
Orlando, FL 32801
- 4) David V. DeAngelis, Independent
68 South Service Road, Suite 120
Melville, NY 11747
- 5) John L. Fridlington, Independent
68 South Service Road, Suite 120
Melville, NY 11747

ADDENDUM TO APPLICATION – ADDITIONAL OFFICERS

CNL Income Kirkwood Mountain TRS Corp.

- 1) Executive Vice President: Charles A. Muller
Address: 450 S. Orange Avenue, Orlando, FL 32801
- 2) Executive Vice President: Tammie A. Quinlan
Address: 450 S. Orange Avenue, Orlando, FL 32801
- 3) Senior Vice President: Amy Sinelli
Address: 450 S. Orange Avenue, Orlando, FL 32801
- 4) Senior Vice President: Joseph T. Johnson
Address: 450 S. Orange Avenue, Orlando, FL 32801

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL INCOME KIRKWOOD MOUNTAIN TRS 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 ELEVENTH DAY OF SEPTEMBER, A.D. 2008.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6845055

DATE: 09-11-08

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