

10/22/2008

Division of Corporations

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From:

AMY J. PATTERSON

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

CNL Income Mount Sunapee TRS Corp.

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October 22, 2008

CNL FINANCIAL GROUP, INC.

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SUBJECT: CNL INCOME MOUNT SUNAPEE TRS CORP.
REF: W08000048519

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P.O BOX 6327 - Tallahassee, Florida 32314

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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 Mount Sunapee 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. **October 15, 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, Orlando, FL 32801**

(Principal office address)

Attn: Legal Compliance, PO Box 4920, Orlando, FL 32802-4920

(Current mailing address)

8. **owner of personal real property**

(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, 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.

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

A. DIRECTORS

Chairman: Raymon Byron Carlock, Jr.Address: 450 S. Orange Avenue
Orlando, FL 32801-3336

Vice Chairman: _____

Address: _____

Director: Charles A. MullerAddress: 450 S. Orange Avenue
Orlando, FL 32801-3336Director: Tammie A. QuinlanAddress: 450 S. Orange Avenue
Orlando, FL 32801-3336

B. OFFICERS

President: PLEASE SEE ATTACHED LIST

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. Linda A. Scarcelli, Assistant Secretary

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

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OFFICERS	
Entity Name	CNL Income Mount Sunapee TRS Corp.
Name	Title
Carllock, Jr., Raymon Byron	President
Muller, Charles A.	Executive Vice President
Quinlan, Tammie A.	Executive Vice President
Scarcelli, Linda A.	Assistant Secretary
Johnson, Joseph T.	Senior Vice President
Sinelli, Amy	Senior Vice President and Secretary
Bourne, Robert A.	Treasurer
Scarcelli, Linda A.	Assistant Secretary

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 TALLAHASSEE, FLORIDA
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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 MOUNT SUNAPEE 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 FIFTEENTH DAY OF OCTOBER, A.D. 2008.

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: 6913039

DATE: 10-15-08