

F10000003217

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000302143 3)))



H120003021433ABCQ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

13 JAN -7 AM 11:20

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 540-2699

13 JAN -7 PM 3:16

13 JAN -7 PM 3:16

*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: Amy.patterson@cnl.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CNL HEALTHCARE TRUST, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$43.75

N/C

Electronic Filing Menu

Corporate Filing Menu

Help

1-9-13



January 7, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CNL HEALTHCARE TRUST, INC.
P. O. BOX 4920
ORLANDO, FL 32802-4920

SUBJECT: CNL HEALTHCARE TRUST, INC.
REF: F10000003217

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document "fictitious name" can not be filed as a Electronic fax filing. If you wish to change the name of the corporation "CNL HEALTHCARE TRUST, INC." in the State of Florida, please complete the form titled "Profit corporation - application by foreign profit corporation to file amendment to application for authorization to transact business in Florida". This form can be located on our website at: www.sunbiz.org. click on "forms" then under "Corporation Forms" click on "foreign corporation (profit and nonprofit) the list of forms will come up and it is #3 AMENDMENT. Please download and complete form and resubmit with attachments for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H12000302143
Letter Number: 813A00000346

13 JAN -7 PM 3:16

F10000003217

1. CNL Healthcare Trust, Inc.

2. Maryland

July 16, 2010

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 26, 2012

5. **CNL Healthcare Properties, Inc.**

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

(New durgtion)

(New jurisdiction)

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Amy J. Patterson

Assistant Secretary


(Title of person signing)

STATE OF MARYLAND
Department of Assessments and Taxation

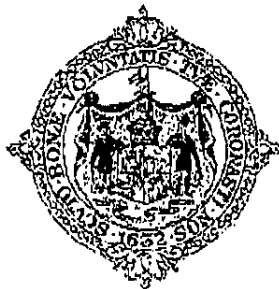
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CNL HEALTHCARE PROPERTIES, INC., INCORPORATED JUNE 08, 2010, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS DECEMBER 27, 2012.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

crb/nk

R8038753

COPY

ARTICLES OF AMENDMENT
OF
CNL HEALTHCARE TRUST, INC.

DEC 26 2012

CNL Healthcare Trust, Inc., a Maryland corporation having its principal office in Baltimore, Maryland (hereinafter, the "Company"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Company is hereby amended by changing the name of the Company in Paragraph SECOND of the Articles of Incorporation so that as amended, the Article shall be and read as follows:

"The name of the corporation (the 'Company') is:

CNL Healthcare Properties, Inc."

SECOND: The amendment to the charter of the Company as set forth herein has been approved by a majority of the board of directors in accordance with Section 2-605 of the Maryland General Corporation Law.

THIRD: The undersigned, President of the Company, hereby acknowledges, in the name and on behalf of said Company, that the foregoing Articles of Amendment is a corporate act of said Company and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

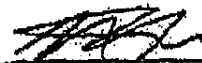
IN WITNESS WHEREOF: CNL Healthcare Trust, Inc. has caused these Articles of Amendment to be signed on its behalf by its President and attested to by its Secretary on December 26, 2012.

ATTEST

CNL HEALTHCARE TRUST, INC.



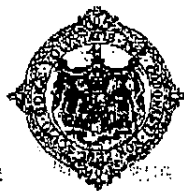
Holly J. Greer, Secretary



Stephen H. Mauldin, President

State of Maryland
Department of
Assessments and Taxation

Charter Division



Martin O'Malley
Governor

Robert E. Young
Director

Paul B. Anderson
Administrator

Date: 12/27/2012

HIQ CORPORATE SERVICES, INC.
715 ST. PAUL STREET
BALTIMORE MD 21202

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : CNL HEALTHCARE PROPERTIES, INC.
DEPARTMENT ID : D13605167
TYPE OF REQUEST : ARTICLES OF AMENDMENT / NAME CHANGE
DATE FILED : 12-26-2012
TIME FILED : 08:30 AM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$70.00
COPY FEE : \$22.00
FILING NUMBER : 1000362004209443
CUSTOMER ID : 0002853659
WORK ORDER NUMBER : 0004070235

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK
ORDER NUMBER ON ANY INQUIRIES.

Charter Division
Baltimore Metro Area (410) 767-1350
Outside Metro Area (888) 246-5941

ENTITY TYPE: ORDINARY BUSINESS - STOCK
STOCK: Y
CLOSE: N
EFFECTIVE DATE: 12-26-2012
PRINCIPAL OFFICE: 836 PARK AVENUE
SECOND FLOOR
BALTIMORE MD 21201
RESIDENT AGENT: NATIONAL REGISTERED AGENTS, INC. OF MD
836 PARK AVENUE
SECOND FLOOR
BALTIMORE MD 21201-7912

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE NAME CHANGE

FROM: CNL HEALTHCARE TRUST, INC.

TO: CNL HEALTHCARE PROPERTIES, INC.

ARTICLES OF AMENDMENT
OF
CNL HEALTHCARE TRUST, INC.

CNL Healthcare Trust, Inc., a Maryland corporation having its principal office in Baltimore, Maryland (hereinafter, the "Company"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Company is hereby amended by changing the name of the Company in Paragraph SECOND of the Articles of Incorporation so that as amended, the Article shall be and read as follows:

"The name of the corporation (the 'Company') is:

CNL Healthcare Properties, Inc."

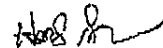
SECOND: The amendment to the charter of the Company as set forth herein has been approved by a majority of the board of directors in accordance with Section 2-605 of the Maryland General Corporation Law.

THIRD: The undersigned, President of the Company, hereby acknowledges, in the name and on behalf of said Company, that the foregoing Articles of Amendment is a corporate act of said Company and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

IN WITNESS WHEREOF: CNL Healthcare Trust, Inc. has caused these Articles of Amendment to be signed on its behalf by its President and attested to by its Secretary on December 26, 2012.

ATTEST

CNL HEALTHCARE TRUST, INC.



Holly J. Greer, Secretary



Stephen H. Mauldin, President

CUST ID:0002053655
WORK ORDER:0004070235
DATE:12-27-2012 08:40 AM
AMT. PAID:\$192.00

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office. DATE: 12/27/12

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:

BY: Donna Brown, Custodian

This stamp replaces our previous certification system. Effective: 6/99

DEC 26 2012

CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE** ** KEEP WITH DOCUMENT **

DOCUMENT CODE 2A BUSINESS CODE _____

D13605167

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

FEES REMITTED

Base Fee: 170
Org. & Cap. Fee: _____
Expedite Fee: 70
Penalty: _____
State Reconnection Tax: _____
State Transfer Tax: _____
Certified Copies: _____
Copy Fee: 2.2
Certificates: _____
Certificate of Status Fee: _____
Personal Property Filing: _____
Mail Processing Fee: _____
Other: _____

TOTAL FEES: 192

Credit Card _____ Check / Cash _____

Documents on _____ Checks _____

Approval By: [Signature]

Keyed By: _____

COMMENT(S):



1000362004209443

ID # D13605167 ACK # 1000362004209443
PAGES: 0022
CNL HEALTHCARE PROPERTIES, INC.

12/26/2012 AT 08:30 A NO # 0004070235

New Name CNL Healthcare Properties, Inc.

☒ Change of Name
☐ Change of Principal Office
☐ Change of Resident Agent
☐ Change of Resident Agent Address
☐ Resignation of Resident Agent
☐ Designation of Resident Agent and Resident Agent's Address
☐ Change of Business Code
☐ Adoption of Assumed Name
☐ Other Change(s)

Code 192

Attention: _____

HIO CORPORATE SERVICES, INC.
715 ST. PAUL STREET
BALTIMORE MD 21202

Stamp Work Order and Customer Number HERE

CUST ID: 0002053655
WORK ORDER: 0004070235
DATE: 12-27-2012 08:40 AM
AMT. PAID: \$192.00