

F98000002280
CNL GROUP, INC.

April 20, 1998

Sandra B. Mortham
Secretary of State
409 East Gaines Street
Tallahassee, FL 32314

Re: CNL Financial IV Properties, Inc.

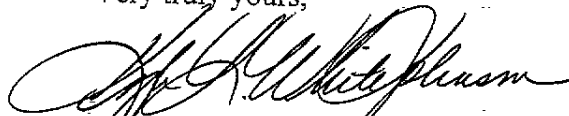
Dear Ms. Mortham:

Enclosed you will find an Application by Foreign Corporation For Authorization To Transact Business in Florida with a Certificate of Good Standing from the state of Delaware for the above named entity, together with a check in the amount of \$78.75 to cover the fees for filing, designation of registered agent, and a certificate of good standing.

Please file this document immediately upon receipt and send proof of filing and the Certificate of Good Standing to my attention.

If you have any questions regarding the above, please do not hesitate to call me.

Very truly yours,



Kyle L. WhiteJohnson
Legal Compliance Officer

KLW: smj
Enclosures

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*****78.75 *****78.75

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DIVISION OF CORPORATIONS
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CNL Investment Company ☐ CNL Securities Corp. ☐ CNL Properties, Inc.

MEMBER OF THE NATIONAL ASSOCIATION OF SECURITIES DEALERS, INC. ☐ LICENSED REAL ESTATE BROKER
283/fin4propsinc 400 E. SOUTH STREET ☐ SUITE 500 ☐ ORLANDO, FLORIDA 32801-2878
(407) 422-1574 ☐ (800) 522-3863 ☐ FAX: (407) 423-2894

**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 FINANCIAL IV PROPERTIES, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 59-3501686

(FEI number, if applicable)

4. 03/23/98

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or
"perpetual")

6. Effective upon acceptance of this application

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 400 E. South Street, Suite 500

Orlando, Florida 32801

(Current mailing address)

8. Please See Attached Addendum "A"

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Robert A. Bourne

Office Address: 400 E. South St., Suite 500

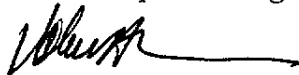
Orlando

, 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.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: James M. Seneff, Jr.

Address: 400 E. South St., Suite 500
Orlando, FL 32801

Vice Chairman: Robert A. Bourne

Address: 400 E. South St., Suite 500
Orlando, FL 32801

Director: James M. Seneff, Jr.

Address: 400 E. South St., Suite 500
Orlando, FL 32801

Director: Robert A. Bourne

Address: 400 E. South St., Suite 500
Orlando, FL 32801

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Curtis B. McWilliams

Address: 400 E. South St., Suite 500
Orlando, FL 32801

Vice President: Henry E. Moorhead

Address: 400 E. South St., Suite 500
Orlando, FL 32801

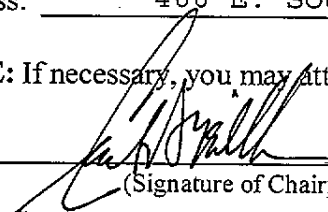
Secretary: Lynn E. Rose

Address: 400 E. South St., Suite 500
Orlando, FL 32801

Treasurer: Robert A. Bourne

Address: 400 E. South St., Suite 500, Orlando, FL 32801

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Curtis B. McWilliams, President

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

CNL FINANCIAL IV PROPERTIES, INC.

ADDENDUM "A"

8. Purposes of corporation:

The purpose of the Corporation is to hold a general partnership interest in, and to be the general partner of, CNL Financial IV Properties, LP, a Delaware limited partnership, and to engage in any lawful act or activity and to exercise any powers permitted to corporations organized under the General Corporation Law of Delaware that, in either case, are incidental to and necessary or convenient for the accomplishment of the above-mentioned purpose.

12. Additional Officers & Directors:

CEO James M. Seneff, Jr.
 400 E. South St., Suite 500
 Orlando, FL 32801

Executive
Vice President Brian H. Fluck
 400 E. South St., Suite 500
 Orlando, FL 32801

Assistant
Secretary Brian H. Fluck
 400 E. South St., Suite 500
 Orlando, FL 32801

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL FINANCIAL IV PROPERTIES, 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 THIRTEENTH DAY OF APRIL, A.D. 1998.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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