

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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**FOREIGN PROFIT QUALIFICATION****CNL FINANCIAL VI HOLDINGS, INC.**

Name	MJH
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CT CORP. SYSTEM

P.05/05

## 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 VI HOLDINGS, 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. 58-2488243  
(FEI number, if applicable)
4. August 23, 1999  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon the filing date of this corporation.  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.158, F.S.))
7. 400 East South Street, Orlando, Florida 32801  
(Current mailing address)
8. Invest in mortgage loans.  
(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:  
Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)
10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Barbara A Burke

(Registered agent's signature) (Officer)

BARBARA A. BURKE  
SPECIAL ASSISTANT SECRETARY

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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 addresses of officers and/or directors:

A. DIRECTORS

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

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

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

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

Director: see attached list of directors

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

Director: \_\_\_\_\_

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

B. OFFICERS

President: see attached list of officers

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

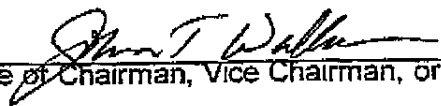
Address: \_\_\_\_\_  
\_\_\_\_\_

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Treasurer: \_\_\_\_\_

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

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. John T. Walker, President  
(Typed or printed name and capacity of person signing application)

Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of  
CNL FINANCIAL VI HOLDINGS, INC.**

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1. James M. Seneff, Jr.  
400 East South Street  
Orlando, Florida 32801
2. Robert A. Bourne  
400 East South Street  
Orlando, Florida 32801
3. Tony Wong  
400 East South Street  
Orlando, Florida 32801

Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of  
CNL FINANCIAL VI HOLDINGS, INC.**

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1. Curtis B. McWilliams, Chief Executive Officer  
400 East South Street  
Orlando, Florida 32801
2. John T. Walker, President and Chief Operating Officer  
400 East South Street  
Orlando, Florida 32801
3. Howard J. Singer, Executive Vice President  
400 East South Street  
Orlando, Florida 32801
4. Steven D. Shackelford, Senior Vice President, Chief Financial  
Officer and Secretary  
400 East South Street  
Orlando, Florida 32801
5. Michael I. Wood, Senior Vice President  
400 East South Street  
Orlando, Florida 32801
6. Timothy J. Neville, Senior Vice President and Chief Credit Officer  
400 East South Street  
Orlando, Florida 32801
7. John L. Farren, Vice President of Transaction Management  
400 East South Street  
Orlando, Florida 32801
8. Suzanne M. Hay, Vice President  
400 East South Street  
Orlando, Florida 32801
9. Kyle L. WhiteJohnson, Assistant Secretary  
400 East South Street  
Orlando, Florida 32801

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL FINANCIAL VI HOLDINGS, 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 TWENTY-SEVENTH DAY OF AUGUST, A.D. 1999.

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



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

9942899

DATE:

08-27-99

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