

Division of Corporations

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F 99000006562

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

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From: Kyle L. WhiteJohnson

Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000 ext. 1068
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CNL HEALTH CARE PROPERTIES, INC.

FILED
00 SEP -7 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 30, 2000

CNL HEALTH CARE PROPERTIES, INC.
450 S. ORANGE AVENUE
ORLANDO, FL 32801-3336

SUBJECT: CNL HEALTH CARE PROPERTIES, INC.
REF: F99000006562

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

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E00000045581
Letter Number: 400A00046365

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. CNL HEALTH CARE PROPERTIES, INC.

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: MARYLAND

3. Date authorized to do business in Florida: 12/21/99

SECTION II (4-7 complete only the applicable changes)

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

AUGUST 24, 2000

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:


CNL RETIREMENT PROPERTIES, INC.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A



Signature
Name and Title
Robert A. Bourne, President

August 29, 2000

Date

ID # 004866240 ACK # 1000216587000000
 LIBER: 800-176 FOLIO: 0083 PAGES: 0003
 CNL RETIREMENT PROPERTIES, INC.

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ARTICLES OF AMENDMENT

TO

THE AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CNL HEALTH CARE PROPERTIES, INC.

CNL Health Care Properties, Inc., a Maryland corporation having its principal office in Maryland in Baltimore City, Maryland (hereinafter called the "corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Amended and Restated Articles of Incorporation (the "Articles of Incorporation") are hereby amended by striking out ARTICLE 1, SECTION 1.1

SECTION 1.1 Name. The name of the corporation (the "Company") is:

CNL Health Care Properties, Inc.

So far as may be practicable, the business of the Company shall be conducted and transacted under that name, which name (and the word "Company" wherever used in these Articles of Amendment and Restatement of CNL Health Care Properties, Inc. (these "Articles of Incorporation"), except where the context otherwise requires) shall refer to the Directors collectively but not individually or personally and shall not refer to the Stockholders or to any officers, employees or agents of the Company or of such Directors.

Under circumstances in which the Directors determine that the use of the name "CNL Health Care Properties, Inc." is not practicable, they may use any other designation or name for the Company.

and inserting in lieu thereof the following:

SECTION 1.1 Name. The name of the corporation (the "Company") is:

CNL Retirement Properties, Inc.

So far as may be practicable, the business of the Company shall be conducted and transacted under that name, which name (and the word "Company" wherever used in these Articles of Amendment and Restatement of CNL Retirement Properties, Inc. (these "Articles of Incorporation"), except where the context otherwise requires) shall refer to the

08/24/2000 AT 10:30 A WD # 0000352840

STATE OF MARYLAND	
I hereby certify that this is a true and complete copy of the	
page document on file in this office. DATED: Aug 24, 2000	
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION	
BY: <u>Mae Hill</u>	Custodian
This stamp replaces our previous certification system. Effective: 5/98	

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Directors collectively but not individually or personally and shall not refer to the Stockholders or to any officers, employees or agents of the Company or of such Directors.

Under circumstances in which the Directors determine that the use of the name "CNL Retirement Properties, Inc." is not practicable, they may use any other designation or name for the Company.

SECOND: The amendment of the Articles of Incorporation of the corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the corporation.

IN WITNESS WHEREOF: CNL Health Care Properties, Inc., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on August 22, 2000.

THE UNDERSIGNED, President of CNL Health Care Properties, Inc., who executed on behalf of said corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his or her 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.

ATTEST: CNL Health Care Properties, Inc.


Lynn E. Rose, Secretary


Robert A. Bourne, President

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