

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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To: Division of Corporations  
Fax Number : (850) 922-4003

From: Kyle L. WhiteJohnson  
Account Name : CNL GROUP, INC.  
Account Number : 113615003626  
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FOREIGN PROFIT QUALIFICATION

CNL HEALTH CARE GP CORP.

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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 HEALTH CARE GP CORP.

(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. Applied for

(FEI number, if applicable)

4. December 2, 1999

(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. 450 S. Orange Avenue

Orlando, Florida 32801-3336

(Current mailing address)

8. Please see Attached Addendum "A"

(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 or Mail Drop Box NOT acceptable)Name: Robert A. BourneOffice Address: 450 S. Orange Avenue

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.

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

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**Chairman: James M. Seneff, Jr.Address: 450 S. Orange Avenue  
Orlando, Florida 32801-3336

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

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

Director: Robert A. BourneAddress: 450 S. Orange Avenue  
Orlando, Florida 32801-3336

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

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

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Robert A. BourneAddress: 450 S. Orange Avenue  
Orlando, Florida 32801-3336

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

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

Secretary: Lynn E. RoseAddress: 450 S. Orange Avenue  
Orlando, FL 32801-3336Treasurer: Lynn E. RoseAddress: 450 S. Orange Avenue  
Orlando, FL 32801-3336**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. Robert A. Bourne, President  
(Typed or printed name and capacity of person signing application)FILED  
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CNL HEALTH CARE GP CORP.

## ADDENDUM "A"

## 8. Purposes of corporation

The purpose of the Corporation is to engage in any and all lawful activities permitted under the General Corporation Law, as the same now exists and as hereafter amended.

## 12. Additional Officers:

Chief Executive Officer

James M. Seneff, Jr.  
450 S. Orange Avenue  
Orlando, FL 32801-3336

Executive Vice President

Jeanne A. Wall  
450 S. Orange Avenue  
Orlando, FL 32801-3336

Daniel L. Simmons  
450 S. Orange Avenue  
Orlando, FL 32801-3336

Assistant Secretary

Kyle L. WhiteJohnson  
450 S. Orange Avenue  
Orlando, FL 32801-3336

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL HEALTH CARE GP 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 THIRD DAY OF DECEMBER, A.D. 1999.

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

  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

0116097

DATE:

12-03-99

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