

F99000006571

Florida Department of State  
Division of Corporations  
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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 LP CORP.

Certificate of Status	0
Certified Copy	1
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08/31/00 10:30 R1 Dept of State

CNL TAX ACCOUNTING

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 31, 2000

CNL HEALTH CARE LP CORP.  
450 S. ORANGE AVENUE  
ORLANDO, FL 32801-3336

SUBJECT: CNL HEALTH CARE LP CORP.  
REF: F99000006571

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Darlene Connell  
Corporate Specialist

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

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CNL TAX ACCOUNTING

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08/30/00 13:02 Fl Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 30, 2000

CNL HEALTH CARE LP CORP.  
450 S. ORANGE AVENUE  
ORLANDO, FL 32801-3336

SUBJECT: CNL HEALTH CARE LP CORP.  
REF: F99000006571

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.

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. #: H00000045582  
Letter Number: 200A00046366

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 LP CORP.

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

2. Incorporated under laws of: DELAWARE

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 22, 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 LP CORP.

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

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00 AUG 31 PM 4:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CNL HEALTH CARE LP CORP.", CHANGING ITS NAME FROM "CNL HEALTH CARE LP CORP." TO "CNL RETIREMENT LP CORP.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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001425533

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

AUTHENTICATION: 0633725

DATE: 08-23-00

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CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
CNL HEALTH CARE LP CORP.

Pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, CNL HEALTH CARE LP CORP. (the "Corporation"), adopts the following Amendment to its Certificate of Incorporation:

1. The name of the corporation is CNL HEALTH CARE LP CORP.
2. The original Certificate of Incorporation for the Corporation was filed on December 2, 1999, in the Office of the Secretary of State of the State of Delaware.
3. By written consent to action executed on August 21, 2000, the sole Shareholder and the Directors of the Corporation have authorized and directed that the Certificate of Incorporation of the Corporation be amended to change the name of the Corporation to "CNL RETIREMENT LP CORP." The amendment was approved by the sole Shareholder of the single class of stock of the corporation.
4. The Certificate of Incorporation is hereby amended to read as follows:
  1. The name of the corporation is:

CNL RETIREMENT LP CORP.

IN WITNESS WHEREOF, the Secretary of the Corporation has executed this Certificate of Amendment to the Certificate of Incorporation this 21st day of August, 2000, on behalf of the Corporation.

CNL HEALTH CARE LP CORP.

By:

  
Lynn E. Rose, Secretary

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