

Division of Corporations

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# L000000/3471

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

From: Linda A. Scarcelli  
Account Name : CNL GROUP, INC.  
Account Number : 113615003626  
Phone : (407) 650-1000  
Fax Number : (407) 650-1065

## LIMITED LIABILITY COMPANY

CNL RI-ORLANDO LLC

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF ORGANIZATION  
OF  
CNL RI-ORLANDO LLC**

**ARTICLE I - NAME**

The name of this limited liability company is CNL RI-Orlando LLC (the "Company").

**ARTICLE II - DURATION**

The duration of the Company shall be perpetual unless it files in the office of the Department of State of the State of Florida (the "Department") a certificate of cancellation of this Certificate which may not be filed unless and until after CNL Hotel RI-Orlando Ltd., a Florida limited partnership (the "Partnership") files with the Department a certificate of cancellation of its Certificate of Limited Partnership.

**ARTICLE III - PURPOSE**

The sole purpose for which the Company is formed is to act as the general partner of the Partnership and it shall not engage in any other business or any activity not related to its acting as the general partner of the Partnership.

**ARTICLE IV - PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Company shall be CNL Center at City Commons, 450 S. Orange Avenue, Orlando, Florida 32801-3336.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is CNL Center at City Commons, 450 S. Orange Avenue, Orlando, Florida 32801-3336, and the name of the initial registered agent of the Company at that address is C. Brian Strickland.

**ARTICLE VI - MANAGEMENT**

The Company shall be managed by the Managing Member(s) appointed by the member(s) in accordance with the provisions of the Operating Agreement of the Company. The name and address of the initial Managing Member are as follows:

CNL Hospitality Properties, Inc.  
CNL Center at City Commons  
450 S. Orange Avenue  
Orlando, Florida 32801-3336

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### ARTICLE VII - OPERATING AGREEMENT

The management and affairs of the Company shall be conducted in accordance with the Operating Agreement of the Company adopted by the member, as the same may be amended.

### ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS

The member of the Company shall have the right to admit additional members on such terms and conditions as shall be approved by a majority in interest of the members.

### ARTICLE IX - CONTINUATION

The remaining members of the Company have the right to and shall continue the business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

### ARTICLE X - SEPARATE EXISTENCE

The Company shall at all times maintain its separate and distinct legal existence and shall at all times:

- (a) conduct its business from an office that is separate and distinct from that of any other person, even if such office space is subleased from, or is on or near premises occupied by, another entity;
- (b) maintain and use stationery and checks bearing its own name;
- (c) maintain separate records and books of account from those of any other person;
- (d) cause its financial statements to be prepared in a manner that indicates the separate existence of the Company and its assets and liabilities; provided, however, that nothing contained herein shall prohibit the inclusion of the Company in consolidated financial statements with other entities so long as the Company's separate legal existence is noted in any such statements;
- (e) not commingle its assets with those of any other person;
- (f) pay all employees, consultants or agents of the Company, and any other operating expenses or liabilities incurred by the Company, from the assets of the Company;
- (g) maintain an arm's length relationship with every other person;

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(h) hold all of its assets in its own name and maintain all of its financial records and its deposits and other bank accounts separate from any other person;

(i) compensate all of its employees, officers, consultants and agents for services provided to it by such persons, and reimburse any other person in respect of services provided to it by employees, officers, consultants and agents for services provided to it by them, from the assets of the Company, and maintains a sufficient number of employees in light of its contemplated business operations;

(j) account for and manage all of its liabilities separate and apart from that of any other person;

(k) allocate, on an arm's length basis, all shared corporate operating services, leases and expenses, including, without limitation, those associated with the services of shared consultants and agents and shared computer equipment and software;

(l) maintain adequate capitalization in light of its business and purpose;

(m) conduct all of its business, whether orally or in writing, solely in its own name, and require that its employees, if any, when conducting its business, identify themselves as such and not as employees of any other person, and otherwise holds itself out to the public and to creditors as a legal entity, separate and distinct from all other entities;

(n) not pledge its assets for the benefit of any other person or guaranty or otherwise become liable for any obligations of any of its affiliates or any other person, or hold out its credit as being available to satisfy the obligations, or otherwise become responsible for the debts, of any other person or for decisions or actions with respect to the affairs of any other person, excepting liabilities incurred in its capacity as the general partner of the Partnership and any pledge of assets or guaranty in favor of Colonial Bank and its participants and their respective successors and assigns in connection with any construction or warehouse line of credit loan made to the Partnership.

(o) not transfer any funds to any other person except (i) in connection with transactions conducted on an arm's length basis, or (ii) as permitted under its Operating Agreement;

(p) not identify itself as a division or department of any other person;

(q) take such actions as are reasonably necessary to correct any known misunderstanding regarding its separate identity;

(r) observe all formalities of a Florida limited liability company; and

(s) not acquire the obligations or securities of any member or the Partnership or any affiliate of any member or the Partnership.

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IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 2nd day of November, 2000.

CNL Hospitality Properties, Inc.,  
a Maryland corporation,  
Managing Member

By: C. Brian StricklandName: C. Brian StricklandIts: SVP of Finance & Administration

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statements to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is CNL RI-ORLANDO LLC.
2. The name and Florida street address of the registered agent and office are:

C. Brian Strickland  
CNL Center at City Commons  
450 S. Orange Avenue  
Orlando, Florida 32801-3336

  
C. Brian Strickland, Authorized Representative

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
C. Brian Strickland, Registered Agent

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