Division of Corporations

CNL TAX ACCOUNTING

2001 W27E

Florida Department of State

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To:

Division of Corporations

Fax Number : (850) 205-0383

From:

SUZANNE M. MCLAUGHEIN

Account Name : CNL FINANCIAL GROUP, INC.

Account Number : 113615003626 : (407)650-1000 Phone Fax Number : (407)650-1065

FOREIGN LIMITED LIABILITY COMPANY

CNL Retirement ER1 GP, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE POLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

CNL Retirement ER1 GP,	
	(Name of foreign limited liability company)
Delaware	3. Applied for
Jurisdiction under the law of which company is organic	foreign limited liability (FEI number, if applicable)
9/18/2002	5 Perpetual
(Date of Organization	(Duration: Year limited liability company will cease to exist or "perpetual")
Upon qualification	
(Date first transacted	1 business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
450 S. Orange Avenue, O	Orlando FL 32801
	(Street address of principal office)
	(Difference of hymerbay extres)
If limited liability company is	s a manager-managed company, check here
The name and usual business	addresses of the managing members or managers are as follows:
	s, LP, 450 S. Orange Avenue, Orlando FL 32801
	
CNL Retirement Partners	S, LP, 450 S. Orange Avenue, Orlando FL 32801
CNL Retirement Partners Attached is an original certificate of c	S, LP, 450 S. Orange Avenue, Orlando FL 32801 A SECURITY
CNL. Retirement Partners Attached is an original certificate of a fine jurisdiction under the law of whi	S, LP, 450 S. Orange Avenue, Orlando FL 32801
CNL. Retirement Partners Attached is an original certificate of a fine jurisdiction under the law of whi	existence, no more than 90 days old, duly authenticated by the official having custody of records it is organized. (A photocopy is not acceptable. If the certificate is in a fireign language, auth of the translator must be submitted.)
CNL Retirement Partners Attached is an original certificate of of the jurisdiction under the law of white translation of the certificate under or	S. LP, 450 S. Orange Avenue, Orlando FL 32801 ACC ACC ACC ACC ACC ACC ACC A
CNL Retirement Partners Attached is an original certificate of of the jurisdiction under the law of white translation of the certificate under or	Existence, no more than 90 days old, duly authenticated by the official having custody of records it is organized. (A photocopy is not acceptable. If the certificate is in a fireign language, a official translator must be submitted.)
CNL Retirement Partners Attached is an original certificate of of the jurisdiction under the law of white translation of the certificate under out. Nature of business or purpose	Existence, no more than 90 days old, duly authenticated by the official having custody of records it is organized. (A photocopy is not acceptable. If the certificate is in a fireign language, a official translator must be submitted.)
Attached is an original certificate of e the jurisdiction under the law of whit translation of the certificate under out. Nature of business or purpos limited partnership Signature of accordance.	existence, no more than 90 days old, duly authenticated by the official having custody of recording the translator must be submitted. Sees to be conducted or promoted in Florida: General partner of

Typed or printed name of signee

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The mane of the limited	Liability Company is.	
CNL Retirement ER1 GF	P, LLC	

2. The name and the Florida street address of the registered agent and office are:

The course of the Timbered Yinkillian Community in

Linda A. S	carcelli
	(Name)
450 S. Ora	ange Avenue
]	Florida street address (P.O. Box NOT ACCEPTABLE)
Orlando	FL 32801
	(City/State/Zip)

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 as provided for in Chapter 608, F.S.

Jud Scarcelle (Signature)

\$ 100.00 Filing Fee for Application \$ 25.00 Designation of Registered Agent \$ 30.00 Certified Copy (optional) \$ 5.00 Certificate of Status (optional)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HERBEY CERTIFY "CNL RETIREMENT ER1 GP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2002.



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020580281

Darriet Smith Hindson, Harrier Smith Windson, Secretary of State

AUTHENTICATION: 1988784

DATE: 09-18-02