

**MO40001343**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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FILED  
11 MAY -4 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
CNL RESORT SPE GP, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$25.00

RECEIVED  
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TALLAHASSEE, FLORIDA

D. BRUCE

MAY 05 2011

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Corporate Filing Menu

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EXAMINER

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CNL RESORT SPE GP, LLC  
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Olga Hinkel  
Name of Person

CT Corporation System  
Firm/Company

155 Federal Street Suite 700  
Address

Boston, MA 02110  
City/State and Zip Code

CLS-AnnualReportFilingTeam@wolterskluwer.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Olga Hinkel at ( 617 ) 531-5822  
Name of Person Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- ☐ \$25 Filing Fee    ☐ \$30 Filing Fee & Certificate of Status    ☐ \$55 Filing Fee & Certified Copy    ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

FILED  
11 MAY - 4 AM '09:16  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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

**SECTION I (1-3 must be completed)**

1. Name of limited liability company as it appears on the records of the Florida Department of State: CNL RESORT SPE GP, LLC

2. Jurisdiction of its organization: Delaware

3. Date authorized to do business in Florida: 04-07-2004

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

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 07-14-2008

5. New name of the limited liability company: MSR RESORT SPE GP II LLC  
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C.," or "LLC.")

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


n/a

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

n/a

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: n/a

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

  
Signature of a member or the authorized representative of a member

Christopher Davis

Typed or printed name of signer

**Filing Fee: \$25.00**

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

11 MAY - 4 AM 10:16

FILED

# Delaware

PAGE 1

*The First State*

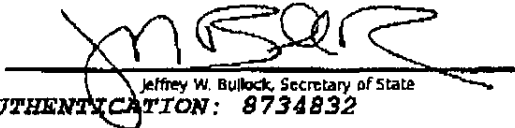
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CNL RESORT SPE GP, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MSR RESORT SPE GP II LLC", THE FOURTEENTH DAY OF JULY, A.D. 2008, AT 2:54 O'CLOCK P.M.



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110485958

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8734832

DATE: 05-03-11