

**MO4000001695**

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0383  
Eliza J. Bardin

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

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## FOREIGN LIMITED LIABILITY COMPANY

## CNL Resort Holdings GP, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. CNL Resort Holdings GP, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-0972073  
(FEI number, if applicable)
4. 03/29/2004  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 450 S. Orange Avenue, Orlando, FL 32801-3336  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

<u>Barry A. N. Bloom</u>	<u>450 S. Orange Avenue, Orlando, FL 32801</u>
<u>John A. Griswold</u>	<u>450 S. Orange Avenue, Orlando, FL 32801</u>
<u>Paul H. Williams</u>	<u>450 S. Orange Avenue, Orlando, FL 32801</u>

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

General partner of Limited Partnerships

John A. Griswold  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

John A. Griswold

Typed or printed name of signer

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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 name of the Limited Liability Company is:

CNL Resort Holdings GP, LLC

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

Linda A. Scarcelli  
(Name)

450 S. Orange Avenue

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Orlando

FL 32801  
(City/State/Zip)

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*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.*

Linda A. Scarcelli

By:

*Linda A. Scarcelli*  
(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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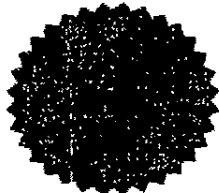
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# Delaware

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RESORT HOLDINGS 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 THIRTIETH DAY OF MARCH, A.D. 2004.

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



3753604 8300

040233647

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3022753

DATE: 03-30-04  
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To:  
Division of Corporations  
Fax Number : (850) 205-0383

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

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**LIMITED LIABILITY COMPANY**

**Lobo Investment Company, LLC**

EFFECTIVE DATE

5-4-04

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Lobo Investment Company, LLC

### Article II. Address

The Company's street and mailing address is:  
Lobo Investment Company, LLC  
4218 Noble Place  
Parrish FL 34219 UNITED STATES

EFFECTIVE DATE  
5-4-04

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410 UNITED STATES

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TALLAHASSEE, FLORIDA

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### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

SHARON E. REYES  
4218 Noble Place Parrish FL 34219  
WALTER REYES  
4218 Noble Place Parrish FL 34219

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Article VI. Company Existence

The Company's existence shall begin effective as of May 4, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on May 4, 2004.

  
\_\_\_\_\_  
CORPORATE CREATIONS INTERNATIONAL INC.  
Taide Baez Vice President

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Lobo Investment Company, LLC


REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
UNITED STATES

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
CORPORATE CREATIONS NETWORK INC.  
Taide Baez, Vice President

Date: May 4, 2004

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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