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To:
Division of Corporations
Fax Number : (850)205-0383

From: AMY J. PATTERSON
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407)650-1000
Fax Number : (407)540-2699

FOREIGN LIMITED LIABILITY COMPANY

CNL Retirement DAS Tranche 1 GP, LLC

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

LL 08/10/04

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 9, 2004

CNL FINANCIAL GROUP, INC.

,

SUBJECT: CNL RETIREMENT DAS TRANCHE 1 GP, LLC
REF: W04000030170

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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Document Specialist

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DIVISION OF CORPORATION

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

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

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1. CNL Retirement DAS Tranche 1 GP, LLC
(Name of Foreign Limited Liability Company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. July 29, 2004
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

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:

Please see attached

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 Partnership

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.)

ROBERT A. BOURNE
Typed or printed name of signee

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

Attachment (#9 of application)

Name	Address
Stuart J. Beebe	450 S. Orange Avenue, Orlando, FL 32801-3336
Robert A. Bourne	450 S. Orange Avenue, Orlando, FL 32801-3336
Phillip M. Anderson	450 S. Orange Avenue, Orlando, FL 32801-3336

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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 Retirement DAS Tranche 1 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 32801-3336
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, Florida Statutes.

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)**

H04000162023 3

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT DAS TRANCHE 1 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 JULY, A.D. 2004.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3836131 8300

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AUTHENTICATION: 3266001

DATE: 07-30-04