

01/25/05

Division of Corporations

CN

001/004

Page 1 of 1

**1105000000369****FILED**

Florida Department of State

2005 JAN 25 A 10:04

Division of Corporations

Public Access System

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H05000019939 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations

Fax Number : (850)205-0383

AMY J. PATTERSON

From:

Account Name : CNL RETIREMENT PROPERTIES, INC.

Account Number : I20050000015

Phone : (407)650-1068

Fax Number : (407)835-3232

RECEIVED  
05 JAN 25 PM 3:27  
DIVISION OF CORPORATIONS

**FOREIGN LIMITED LIABILITY COMPANY**

CNL Retirement HB3 Spring Shadows Place Houston TX G

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

**AL**

Electronic Filing Menu

Corporate Filing

Public Access Help

H050000199393  
**FILED**

2005 JAN 25 A 10: 04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. CNL Retirement HB3 Spring Shadows Place Houston TX GP, LLC  
(Name of Foreign Limited Liability Company)

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

3. 76-0774216  
(FEI number, if applicable)

4. December 7, 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:

Thomas J. Hutchison, III, 450 S. Orange Avenue, Orlando, FL 32801-3336

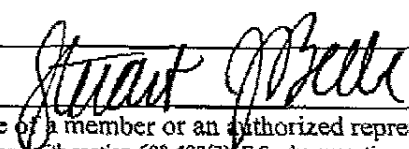
Stuart J. Beebe, 450 S. Orange Avenue, Orlando, FL 32801-3336

Robert A. Bourne, 450 S. Orange Avenue, Orlando, FL 32801-3336

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.)

Stuart J. Beebe

Typed or printed name of signee

H05000019939 3 **FILED**

2005 JAN 25 A 10: 04

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 HB3 Spring Shadows Place Houston TX GP, LLC

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

Amy J. Patterson

(Name)

450 S. Orange Avenue

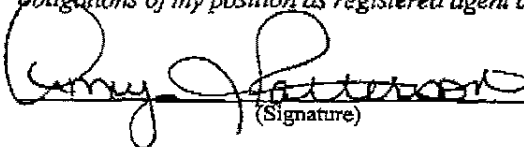
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Orlando

FL 32801-3336

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, Florida Statutes.*

  
(Signature)

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

H05000019939 3

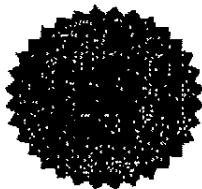
H05000019939 3

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT HB3 SPRING SHADOWS PLACE HOUSTON TX 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 SEVENTH DAY OF DECEMBER, A.D. 2004.



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

3892015 8300

AUTHENTICATION: 3527916

040882190

DATE: 12-07-04

H05000019939 3